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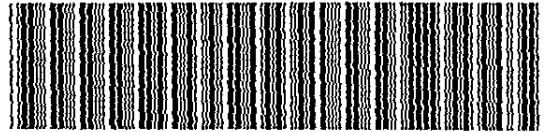
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April 21, 2005

Division of Corporations
PO Box 3267
Tallahassee, FL 32314

Re: Boys and Girls Clubs of the Suncoast, Inc.

Gentlemen:

With reference to the above-captioned corporation, I am enclosing herewith the following:

1. Original and one copy of Amended and Restated Articles of Incorporation.
2. My check payable to the Secretary of State in the sum of \$43.75 representing the \$35.00 filing fee and the \$8.75 fee for a certified copy.

I would appreciate your filing of same and return of a certified copy of the Amended and Restated Articles to this office.

Thank you for your attention to this matter.

Very truly yours,


ROLFE D. DUGGAR

RDD/scg
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOYS AND GIRLS CLUBS OF THE SUNCOAST, INC.

Pursuant to Section 617.1002 and 617.1007 of the Florida Statutes, Boys and Girls Clubs of the Suncoast, Inc. (the "Corporation"), by and through its undersigned President hereby amends and restates its Articles of Incorporation which were originally filed on May 20, 1970 and previously amended on December 24, 1991, and hereby certifies that on March 31, 2005, the members of the Corporation duly adopted and approved the following Amended and Restated Articles of Incorporation, with sufficient votes cast for approval pursuant to resolution duly adopted and approved by the Board of Directors of the Corporation at a meeting held on March 31, 2005. These Amended and Restated Articles of Incorporation fully and completely amend, restate and supersede all existing, Articles of Incorporation, as previously amended, in their entirety, omitting only matters of historical interest.

ARTICLE I

Name

The name of this corporation shall be:

BOYS & GIRLS CLUBS OF THE SUNCOAST, INC.

The principal notice for transaction of the business of the Corporation shall be located at:

5111 66th STREET NORTH, SUITE 200
ST. PETERSBURG, FLORIDA 33709-3141

The Corporation shall have such branch offices and facilities located within Pinellas County, Florida, as may from time to time be deemed advisable by the Board of Directors.

ARTICLE II

Purpose

(a) The purpose of the Corporation shall be to provide behavior guidance and to promote the health, social, educational, vocational and character development of youth; to receive, invest and disburse funds, and to hold property for the purpose of the Corporation and for any other lawful purpose as may be permitted under the laws of the State of Florida Governing corporations not-for-profit,

(b) No part of the income or the assets of the Corporation shall insure to the benefit of any private individual or member,

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(c) This Corporation shall have no capital stock; its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

(d) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or the Regulations issued thereunder, or (ii) a corporation, contributions to which, are deductible under Section 170 (c) (2) of the internal Revenue Code or any other corresponding provisions of any future United States Internal Revenue law.

(e) The Corporation shall have the power and authority to establish one (1) or more units and provide for the management of the unit clubs.

ARTICLE III

Membership

(a) Any individual who contributes to the word and objectives of the Corporation may become a member of the Corporation in the manner set forth in the Bylaws.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Meetings of the Members

(a) The Annual Meeting of the members of the Corporation shall be held within sixty (60) days prior to or after June 30th, of each year at a time and place to be fixed by the Board of Directors for the purpose of hearing reports of officers, committees and the Executive Director, to elect members to the Board of Directors and to act on any other matters which may properly come before the Annual Meeting. Notice of such Meeting shall be mailed by the Secretary to the members of the Corporation at least thirty (30) days before the date of the Meeting.

(b) Special meetings held by the Corporation may be held at the call of the Board of Directors. The Secretary shall mail Notices of such meetings to all members at least ten (10) days before the date of the meeting, which notice shall contain the purpose of the meeting.

ARTICLE VI

Board of Directors

(a) The business, property and affairs of the Corporation shall be managed by the Board of Directors consisting of not less than fifteen (15) persons. The number of members of the Board of Directors shall be as provided in the Bylaws provided, however, that no more than three (3) members of an advisory board of a unit club shall be members of the Board of Directors at any one time. The Board of Directors shall be elected annually by the members of the Corporations in the manner prescribed in the Bylaws. Each board member shall be elected for a three year term or a partial three year term slot. Approximately 1/3 (33%) of the board terms shall expire each year.

(b) All officers of the Corporation shall be members of the Board of Directors during their terms of office.

(c) The Board of Directors shall have the power to fill vacancies in its own membership. Such new member shall hold office until his or her term expires.

(d) Twenty-five percent (25%) of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

(e) There shall be, in addition to the Board of Directors, as Honorary Board of Directors, which shall be comprised of the persons who have made some notable contribution to the Corporation and who shall be appointed by a vote of the Board of Directors. The Honorary Board of Directors shall have no voting power or other authority in the management of the affairs of the Corporation, and each member's term shall expire at the same time as the term of office for the Board of Directors.

ARTICLE VII

Executive Committee

The Board of Directors may establish an Executive Committee comprised of Members of the Board of Directors. The powers of the Executive Committee shall be established by the Board of Directors.

ARTICLE VIII

Officers

(a) The officers of the Corporation shall be a President, President Elect, two (2) Vice-Presidents, a Secretary and a Treasurer, who shall be elected bi-annually by the Board of Directors. All officers shall serve for two (2) years or until their successors are elected.

- (b) The Board of Directors shall have the power at any time to fill vacancies among the officers, and officers elected to fill such vacancies shall serve until their successors are elected.

ARTICLE IX

Executive Director

The Board of Directors may appoint an Executive Director of the Corporation, fix his compensation, prescribe his duties and the terms of his employment.

ARTICLE X

Funding

(a) The highest amount of indebtedness or liability to which the agreed Corporation may at any time subject it shall be two million dollars and no/100 (\$2,000,000.00).

(b) THE Board of Directors of the Corporation shall have control over all of the capital funds.

ARTICLE XI

By-laws

The Board of Directors shall have power to adopt and amend Bylaws for the Corporation.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors present and voting at any regular or special meeting of the Board of Directors.


ARTICLE XIII

Dissolution

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objectives and the purposes herein set forth, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, distribute all of the business, property and assets of the Corporation to Boys and Girls Clubs of America, or to such similar organization or organizations, which shall at the time qualify as an exempt organization or exempt organization under Section 501 (c) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall

determine any of such assets not disposed of shall be disposed of by a court of competent jurisdiction, in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS OF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this day of December, 1991.


Mark C. Dawson

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 1st day of April 2005, personally appeared Mark C. Dawson who is personally known to me or who produced as identification to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public

My Commission Expires:

