

720906

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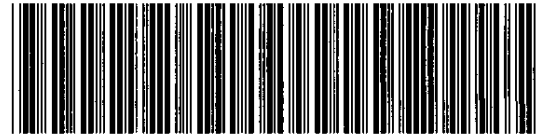
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CFA Tampa Bay, Inc.

DOCUMENT NUMBER: 720906

Please return all correspondence concerning this matter to the following:

Sterne K. Cole, Secretary/Treasurer

(Name of Contact Person)

CFA Tampa Bay, Inc.

(Firm/ Company)

12157 W. Linebaugh Ave., PMB 312

(Address)

Tampa, FL 33626-1732

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sterne K. Cole

(Name of Contact Person)

at (727) 584-5582

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CFA TAMPA BAY, INC.**

FILED
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DIVISION OF CORPORATIONS
08 JUN - 2 AM 10:19

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, CFA TAMPA BAY, INC., a Florida not for profit corporation f/k/a The Financial Analysts Society of Central Florida, Inc. and The Financial Analysts Society of Tampa Bay, Inc. (the "Corporation"), whose Articles of Incorporation were filed with the Florida Department of State on May 10, 1971, and amended on June 10, 1997 and December 14, 2004, adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is CFA TAMPA BAY, INC. (the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation is 12157 W. Linebaugh Ave. PMB 312, Tampa, FL 33626-1732.

**ARTICLE III
PURPOSE**

The Corporation is not formed for pecuniary or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are to promote the common interest of professionals in a variety of investment professions within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or any successor thereto) ("the Code"). In furtherance of its purpose, the Corporation shall provide topical and relevant educational information and be a collegial group that fosters interaction among local professionals in the investment professions and the global investment community. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws.

**ARTICLE IV
POWERS**

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act.

ARTICLE V
MEMBERS

All matters regarding Membership in the Corporation shall be determined by the Bylaws.

ARTICLE VI
TERM OF EXISTENCE

The Corporation commenced on May 10, 1971. The corporation is to exist perpetually.

ARTICLE VII
BOARD OF DIRECTORS

Section 7.1. The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors consists of twelve (12) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation.

Section 7.2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than seven (7).

ARTICLE VIII
BYLAWS

Section 8.1. Amended and Restated Bylaws of the Corporation providing for the conduct of its business and the carrying out of its purposes were adopted July 1, 2006.

Section 8.2. Upon proper notice, the Bylaws may be amended, altered or rescinded as provided in such Bylaws.

Section 8.3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, membership, the directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by two-thirds vote of the Regular Members in the manner set forth in the Bylaws.

ARTICLE X
NO PERSONAL LIABILITY

The directors, officers, employees and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its directors, officers, employees and agents and all of its former directors, officers, employees and agents, to the fullest extent permitted by law.

ARTICLE XI
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

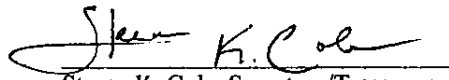
ARTICLE XII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE XIII
REGISTERED OFFICE

The name and address of the registered office and the registered agent of the corporation is Sterne K. Cole, 24 7th Ave. S.E., Largo, Florida 33771.

ADOPTED by the Board of Directors of the Corporation and Members of the Corporation and the number of votes cast was sufficient for the approval of the amendment and restatement of the articles of incorporation, as amended, of the Corporation on the 13th day of May, 2008.


Sterne K. Cole, Secretary/Treasurer