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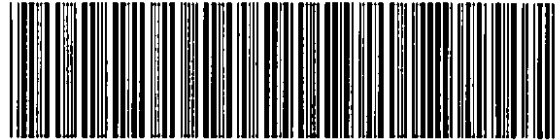
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SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FL

JUL 12 2019

C Kinsey

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Metropolitan Ministries, Inc.

DOCUMENT NUMBER: 731986

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amy Kern, CFO

(Name of Contact Person)

Metropolitan Ministries, Inc.

(Firm/ Company)

2002 N. Florida Avenue

(Address)

Tampa, FL 33602

(City/ State and Zip Code)

amy.kern@metromin.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amy Kern, CFO

813

209-1021

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

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
METROPOLITAN MINISTRIES, INC.**

Metropolitan Ministries, Inc., a corporation not for profit organized and existing under the laws of the State of Florida, does hereby certify that:

1. The date of filing of its original Articles of Incorporation with the Florida Department of State was February 26, 1975.

2. These Third Amended and Restated Articles of Incorporation further amends and restates in its entirety the Articles of Incorporation of the Corporation to read as set forth below:

ARTICLE I

Name and Principal Office

1.1 The name of this corporation shall be Metropolitan Ministries, Inc. (the "Corporation").

1.2 The principal place of business and mailing address of the Corporation shall be 2002 North Florida Avenue, Tampa, Florida 33602, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

2.1 The general nature, objects, and purposes for which the Corporation is exclusively organized and operated is to care for the homeless and those at risk of becoming homeless, foster low-income housing and provide supportive services.

2.2 Prohibitions. The Corporation is expressly prohibited from engaging in activities not in furtherance of the purposes referred to in Section 509(a)(3)(A) of the Internal Revenue Code.

2.3 The Corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable purposes.

2.4 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.5 Notwithstanding any other provisions of these Third Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

2.6 In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3), 509 and 170 of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, state, or local government for exclusive public purpose.

ARTICLE III

Registered Office and Registered Agent

The name and street address of the Corporation's registered agent is Tim Marks, 2002 North Florida Avenue, Tampa, Florida 33602.

ARTICLE IV

The Corporation shall have no (0) members. The directors of the corporation shall be elected as provided in the By-Laws of the Corporation.

ARTICLE V

The corporation shall commence business as soon as practicable after these Articles are filed in the Office of the Secretary of State of the State of Florida, and shall continue in perpetuity, unless sooner dissolved as provided by law.

ARTICLE VI

The Corporation shall have the power and authority to borrow money and to receive by pledge, mortgage, encumbrance, sale, lease or otherwise acquire by gift, devise or inheritance, real and personal property of any kind and character necessary and usable to promote the objects of the corporation, and to hold, use, pledge, mortgage, encumber, sell, invest and reinvest the same and collect and disburse the income and principal thereof for such purposes. A recitation in a deed of conveyance made by the corporation if the sale has been authorized by a majority of the Board of Directors shall protect the purchaser of such property, and no purchaser shall be required to look to the application of the proceeds of sale.

ARTICLE VII

The corporation shall have no capital stock, and the private property of the incorporators, officers and members shall not be liable for the debts of the corporation.

ARTICLE VIII

The names and places of residence of the incorporators and subscribers are as follows:

Richard W. Caldwell	412 Zack Street, Tampa, Florida
Reverend John L. Knapp	4311 San Miguel, Tampa, Florida
R. Randolph Stevens	111 North Dale Mabry, Tampa, Florida

ARTICLE IX

The affairs and business of the corporation shall be conducted by a board of directors of not less than three (3) directors, one of whom shall be elected Chair. The number of directors

may be increased or decreased by the board of directors, but shall not consist of less than three (3).

ARTICLE X

The names of the officers who are to manage all of the affairs of the corporation until the first election or appointment under the provisions of this Charter shall be as follows:

President	R. Randolph Stevens
111 North Dale Mabry	
Tampa, Florida 33607	

Vice President	Honorable C. H. Scruggs
61 Ladoga	
Tampa, Florida 33606	

Secretary	Mrs. David C. G. Kerr
4203 W. Platt Street	
Tampa, Florida 33609	

Assistant-Secretary	Mrs. Melvin Dunbar
1004 Charter	
Tampa, Florida 33602	

Treasurer	Charles Kelly
3708 W. Platt Street	
Tampa, Florida 33609	

Assistant-Treasurer	Norbert Fuller
3202 Fielder	
Tampa, Florida 33611	

ARTICLE XI

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or special meeting called for that purpose upon proper notice as provided in the By-Laws.

ARTICLE XII

These Articles of Incorporation may be amended at a special meeting of the membership, called for that purpose, by a two-thirds (2/3) vote of those present. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of the intention to submit such amendments.

ARTICLE XIII

The Board of Directors of this corporation shall create such committees as it may deem necessary and proper for the carrying out of its functions and purposes.

ARTICLE XIV

The corporation shall have all powers and authority provided for under the provisions of Chapter 617, Florida Statutes, but at no time shall the corporation have any power or authority to pay, distribute or otherwise give or transfer any part of net earnings of the corporation, directly or indirectly, to the benefit of any member or individual and the corporation shall have no power or authority to carry on any activity for the purpose of propaganda or otherwise attempting to influence legislation, and the corporation will have no power or authority to participate in or intervene in, either directly or indirectly, any political campaign on behalf of any candidate.


ARTICLE XV

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are

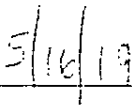
deductible under Section 170(c)2 of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

These Third Amended and Restated Articles of Incorporation were duly adopted in accordance with Sections 617.1006 and 617.1007, Florida Statutes, by the Board of Directors (as the members of the Corporation) on the 16th day of May, 2019.

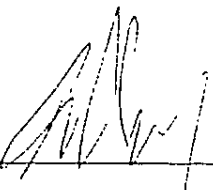
IN WITNESS WHEREOF, the undersigned has executed these Third Amended and Restated Articles of Incorporation on behalf of the Corporation to be effective as of the date of filing with the Florida Department of State.



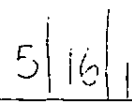
Tim Marks, President



Date



Chris Christenberry, Secretary



Date