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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE ST. ANDREW'S SOCIETY OF TAMPA BAY, INC.**

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## ARTICLES OF AMENDMENT AND RESTATEMENT

OF

## THE ST. ANDREW'S SOCIETY OF TAMPA BAY, INC.

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of THE ST. ANDREW'S SOCIETY OF TAMPA BAY, INC., a Florida Not-for-Profit corporation (the "Corporation") are hereby amended and restated as follows:

1. The name of the Corporation is: The St. Andrew's Society of Tampa Bay, Inc.
2. The Articles of Incorporation of the Corporation, as amended and restated, are attached hereto as Exhibit A (the "Amended and Restated Articles").
3. The Amended and Restated Articles required member approval and were duly adopted by the membership of the Corporation at its annual meeting duly called and held on October 22, 2016, at which a quorum was present, and the number of votes cast for the approval of the Amended and Restated Articles was sufficient for approval, in accordance with section 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement.

THE ST. ANDREW'S SOCIETY OF TAMPA  
BAY, INC.

By: W. Campbell McLean, IV  
Name: W. Campbell McLean, IV  
Title: President  
Date: 11/1/16

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**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE ST. ANDREW'S SOCIETY OF TAMPA BAY, INC.  
A corporation not for profit**

The Amended and Restated Articles of Incorporation of THE ST. ANDREW'S SOCIETY OF TAMPA BAY, INC., a Florida Not-for-Profit Corporation (the "Corporation"), shall read in their entirety as set forth below:

**ARTICLE I**

**NAME:** The name of the Corporation is THE ST. ANDREW'S SOCIETY OF TAMPA BAY, INC., a charitable and social institution, and its location shall be in Hillsborough County, Florida.

**ARTICLE II**

**PURPOSE:** The purpose for which the Corporation is organized is to cherish the recollection of our home and the birth places of ourselves and our forefathers; to promote good fellowship among Scotsmen and Scotswomen, their descendants, and persons with an interest in Scottish heritage; to perpetuate the knowledge and understanding of the Scottish heritage, its history, language and culture; to encourage and foster such purposes by a mutual association of Scotsmen, Scotswomen, their descendants and persons with an interest in Scottish heritage.

**ARTICLE III**

**MEMBERSHIP:** Members shall be composed of Scotsmen and Scotswomen and their descendants and any persons with an interest in Scottish heritage, and any such other classes of membership as shall be defined by the By-Laws.

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#### ARTICLE IV

EXISTENCE: The Corporation shall have perpetual existence.

#### ARTICLE V

ADDRESS: The principal office the Corporation is 7110 North 15<sup>th</sup> Street, Tampa, FL 33610 and the mailing address is P.O. Box 663, Tampa, Florida 33601-0663.

#### ARTICLE VI

REGISTERED AGENT AND OFFICE: The registered agent and registered address of the Corporation shall be Bill Nipper, 7110 North 15<sup>th</sup> Street, Tampa, FL 33610

#### ARTICLE VII

OFFICERS: The officers shall consist of a President, a Past-President, a Vice-President, a Treasurer and Secretary, and up to six Stewards, one of whom shall be known as the Chief Steward. All officers shall be elected to serve a term of one (1) year or until qualification and election of their successors.

#### ARTICLE VIII

QUALIFICATION AND ELECTION OF OFFICERS: The Officers of the Corporation shall be restricted to Scotsmen and Scotswomen or their descendants or persons with an interest in Scottish heritage who are members in good standing as defined by the By-Laws, and shall be elected by majority vote of the Board of Directors. Any member of the Board of Directors shall be eligible to serve both as an officer and member of the Board of Directors.

#### ARTICLE IX

BOARD OF DIRECTORS: The affairs of the Corporation shall be managed and directed by a Board of Directors consisting of not less than five (5) nor more than eleven (11) Directors,

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the exact number to be determined from time to time by the Board of Directors. The method of election of the Directors shall be as set forth in the Corporation's By-Laws.

#### **ARTICLE X**

BY-LAWS: The By-Laws of the Corporation shall be made, altered or rescinded at any regular or special meeting of the Board of Directors provided notice thereof has been given at any preceding regular or special meeting, or by at least ten (10) days prior written notice to the members of the Board of Directors. Any By-Law may be adopted, altered or rescinded by a two-thirds (2/3rds) vote of the members of the Board of Directors present and voting.

#### **ARTICLE XI**

VOTING RIGHTS: The affairs of the Corporation, including those who may be eligible to serve as members of the Board of Directors or hold any office in the Corporation shall be restricted to the members of the Corporation.

#### **ARTICLE XII**

AMENDMENTS TO ARTICLES OF INCORPORATION: Any member of the Corporation may propose in writing an amendment to these Articles of Incorporation, either at any regular or special meeting of the Corporation. No amendment may be adopted except by a three-fourths (3/4) vote of the members present and voting at the next regular or special meeting called for such purpose.

#### **ARTICLE XIII**

DISSOLUTION: The Corporation shall not have or issue shares of stock. No dividends shall be paid and no income of the Corporation shall be distributed to its members or officers. Upon dissolution of final liquidation, the Corporation shall make distribution for one or more exempt purposes or for any public purpose as directed by the Board of Directors or any Court

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having jurisdiction thereof, to be used in such manner as in the Judgment of the Board of Directors or the Court where it would best accomplish the general purposes for which the dissolved Corporation was organized. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income to the members of the Corporation.

**ARTICLE XIV**


**POWERS:** The Corporation shall have all powers now hereafter granted to corporations not for profit provided by the laws of Florida.

**ARTICLE XV**

**INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation.

THE ST. ANDREW'S SOCIETY OF TAMPA  
BAY, INC.

By:   
Name: W. Campbell McLean, IV  
Title: President  
Date: 11/1/16

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