



UNITED WAY
of Hillsborough County

1000 NORTH ASHLEY DRIVE

SUITE 800

TALLAHASSEE, FLORIDA 32314

(813) 274-0900

(813) 278-9549 FAX

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EAST HILLSBOROUGH DIVISION

OFFICE BOX 100

LAKE CITY, FLORIDA 33564

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YOUNGSTER CONNECTION

1000 NORTH ASHLEY DRIVE

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TALLAHASSEE, FLORIDA 32314

(813) 274-0909

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737145

January 29, 1999

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Corporate File # 737145

Please find enclosed ~~Amended and Restated Articles of Incorporation~~ for the United Way of Hillsborough County, Inc. along with the filing fee of \$78.75.

We would like to receive a certified copy of this filing.

If you have any questions, please contact me at (813) 274-0907.

Sincerely,

Diana Baker

Diana Baker
Senior Vice President

Enclosures

FILED
99 FEB -2 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + RE STATED
2/8
ARB

Please remember us in
your will and tell
us when you do.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
UNITED WAY OF HILLSBOROUGH COUNTY, INC.**

99 FEB -2 AM 11:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Statutes, the United Way of Hillsborough County, Inc. has adopted the following Amended and Restated Articles of Incorporation.

Article I

The name of the Corporation shall be United Way of Hillsborough County, Inc. Its office shall be located in Hillsborough County, Florida. Its activities shall be confined to Hillsborough County, Florida.

Article II

1. The purposes for which the Corporation is formed are exclusively charitable and educational and include helping people invest resources to make the greatest difference in meeting identified human needs in our community.
2. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
3. No part of the net earning of the Corporation shall inure to the benefit of any private shareholder or any individual. The property of the Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986.

Article III

The individual, corporate and governmental contributors to the Corporation and the volunteers throughout Hillsborough County shall be considered "investors" in the Corporation. Each United Way participating agency shall be a "partner" of the Corporation. Investors and partners shall not be deemed "members" under Florida corporate law, and the Corporation shall have no members.

Article IV

The Corporation shall have perpetual existence.

Article V

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than 45 and no more than 65 members, all of whom shall be selected in the manner described in the bylaws of the Corporation. The following members of the Board of Directors shall constitute the Executive Committee of the Board: the chair, the chair-elect, the immediate past chair, the treasurer, the secretary, and the chairs of all standing committees which are, from time to time, established by the Board of Directors.

Article VI

The bylaws of the Corporation shall be adopted, made, altered, amended or rescinded by the directors of the Corporation in the manner prescribed by the bylaws.

Article VII

Amendments to the Articles of Incorporation shall be proposed and adopted by a majority of the Board of Directors at any regular or special meeting duly called in accordance with bylaws; provided, however, that notice of the proposed amendments shall have been filed with the Secretary of this Corporation at least ten (10) days prior to the meeting at which it is to be acted upon, and that at least five (5) days written notice of said meeting enclosing a copy of said proposed amendment shall have been mailed to each director at his/her usual mailing address.

Article VIII

The quorum required for meetings of the Board of Directors shall be one-third (1/3) of the current authorized number of directors.


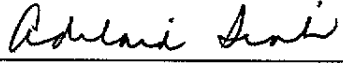
CERTIFICATION

The undersigned Chair of the Corporation hereby certifies that:

1. The date of the adoption of these Amended and Restated Articles of Incorporation was January 27, 1999.
2. These Amended and Restated Articles of Incorporation were adopted by a majority vote of the Board of Directors currently in office; there are no members entitled to vote on these amendments.

3. These amendments shall be effective upon their filing with the Florida Department of State.

UNITED WAY OF HILLSBOROUGH COUNTY, INC.

By:  Attest: 
William J. Meurer, Chair Adelaide Sink, Secretary

Date: 1/27/99 Date: 1/27/99