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SHUMAKER LOOP & KENDRICK

(FAX) 8032221705

P. 001/009

Division of Corporations

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October 8, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TAMPA BAY PERFORMING ARTS CENTER, INC.
1010 NORTH MACINNES PLACE
TAMPA, FL 33602

SUBJECT: TAMPA BAY PERFORMING ARTS CENTER, INC.
REF: 754261

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown
Regulatory Specialist II

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SEVENTH AMENDMENT AND COMPLETE RESTATEMENT
OF THE
ARTICLES OF INCORPORATION OF
TAMPA BAY PERFORMING ARTS CENTER, INC.

TAMPA BAY PERFORMING ARTS CENTER, INC., a not-for-profit corporation (the "Corporation") organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Chair and Secretary hereby certify that at a meeting duly and regularly held on September 21, 2009, the Board of Trustees of the Corporation voted to amend and restate the Articles of Incorporation of the Corporation by deleting in their entirety the present Articles of Incorporation and by substituting therefore the following, which supersede the original articles of incorporation and all amendments thereto. The Corporation has no members that are entitled to vote.

ARTICLE I

Name and Address

The name of this Corporation shall be:

TAMPA BAY PERFORMING ARTS CENTER, INC.

The address of this Corporation shall be 1010 North MacInnes Place, Tampa, Florida 33602, or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE II

Purpose and Limitations

(a) (1) The nature, objects and purposes, for which the Corporation is exclusively organized and operated; are:

- (A) To promote interest in the study of the performing arts;
- (B) To advance the knowledge and appreciation of the general public of the City of Tampa, the County of Hillsborough and the Tampa Bay area of the performing arts, specifically drama, music and dance;
- (C) To provide and support facilities for the education of the general public in the performing arts and for the performance of arts, drama, dance and music events;
- (D) To lessen the burdens of government by combating community deterioration by fostering the development in the City of Tampa, the County of Hillsborough and the Tampa Bay area of an appreciation of the performing arts by sponsoring cultural presentations, such as plays, musicals and concerts for the general public;

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- (E) To educate the general public of the Tampa Bay area by providing and advancing knowledge and appreciation of the cultural aspects of life such as drama, music and dance;
- (F) To arouse and give direction to the cultural life of the Tampa Bay area through the promotion of the performing arts;
- (G) To encourage and promote the performing arts; provided, however, that this organization shall not directly or indirectly benefit private individuals but shall be dedicated to the enhancement of the performing arts in the City of Tampa, County of Hillsborough and the Tampa Bay area;
- (H) To specifically engage in the design, construction and establishment of a performing arts center to be utilized exclusively for the presentation of cultural artistic performances and events, education of the public on the performing arts, and other endeavors that enhance the culture and quality of life of the general public of the City of Tampa, County of Hillsborough and the Tampa Bay area.

(2) The Corporation shall receive and maintain funds and 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 and educational purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee 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, trustee 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.

(c) Notwithstanding any other provisions of these 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 federal Internal Revenue Code of 1954, as amended, or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c) (2) of such federal Internal Revenue Code and regulations issued thereunder, or corresponding section of subsequent law.

(d) 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) and 170(c)(2) of the federal Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future Internal

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Revenue Code, or to the Federal, State of Florida, or local government for exclusive public purpose.

ARTICLE III

Powers and Limitations

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to Corporation's not for profit including, but not limited to, Chapter 617 Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to Corporation's not for profit in the State of Florida, that are necessary or convenient to effect any and all of the charitable and educational purposes for which the Corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding sections of subsequent law.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding provisions of subsequent law.

(c) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding provisions of subsequent law.

(d) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding provisions of subsequent law.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding provisions of subsequent law.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding provisions of subsequent law.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1954, as amended heretofore or hereafter, or corresponding provisions of subsequent law.

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ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Term of Existence

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

Officers and Trustees

(a) The affairs of the Corporation shall be managed by a Board of Trustees comprised of not less than nineteen (19) adult persons nor more than sixty-four (64) adult persons, the precise number to be established pursuant to the bylaws of the Corporation:

(b) The following are hereby designated as "Ex-Officio Trustees" to serve on the Board of Trustees and its committees:

1. The Mayor of the City of Tampa, or his/her designee;
2. The Chair of the Tampa City Council, or his/her designee;
3. The Chair of the Arts Council of Hillsborough County, or his/her designee;
4. the Chair of the Hillsborough County Commission, or his/her designee;
5. The Chair of the Hillsborough County Legislation Delegation, or his/her designee;
6. The Chair of the School Board of Hillsborough County, or his/her designee;
7. The President of the University of South Florida, or his/her designee;
8. The President of the University of Tampa, or his/her designee;
9. The Superintendent of Schools, Hillsborough County, or his/her designee;
10. Each and every former Chairman of the Board of Trustees, or his/her designee;
11. The Chair of The Producers, or his/her designee;

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12. The Chair of the Opera Tampa League, or his/her designee;
13. The Chair or representative of the Tampa Bay Performing Arts Center Volunteers, or his/her designee.

The Board of Trustees may designate other or additional Ex-Officio Trustees, provided, however the number of Ex-Officio Trustees shall be limited to a maximum of sixteen (16).

(c) The Trustees of the Corporation shall be elected by vote of a majority of the Board of Trustees as provided in the bylaws of the Corporation. The manner of filling vacancies shall be provided in the bylaws of the Corporation.

(d) The officers shall be elected annually by a majority vote of the Board of Trustees and shall be a chairman, a vice chairman, a secretary, a treasurer and such other officers as may be provided for in the bylaws of the Corporation. No one person shall hold more than one office. The duties of the respective officers and the manner of filling vacancies in the officer positions of the Corporation shall be provided in the bylaws of the Corporation.

(e) A quorum for the transaction of business shall be a one-third (1/3) of the trustees qualified and in office, and the act of a majority of the trustees present at a meeting as which a quorum is present shall be the act of the trustees. Meetings of the trustees may be held within or without the State of Florida.

(f) Trustees and officers of the Corporation may be removed at any time, with or without cause, by vote of the Board of Trustees at a meeting duly called in the manner set out in the bylaws.

ARTICLE VII

Registered Office and Registered Agent

The name of the Corporation's registered agent at the following address is CT Corporation System and the street address of the corporation's registered office is South Pine Island Road, Plantation, FL 33324. The Corporation shall keep the Department of State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE VIII

Bylaws

The bylaws of the Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the trustees of the Corporation present at any meeting of the Board of Trustees at which a quorum is present and notice of the proposed action with respect to the bylaws has been waived by a majority of the members of the Board of Trustees or mailed to all of the Board of Trustees at least three (3) days before the meeting.

ARTICLE IX

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Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Trustees of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Trustees of the Corporation or ten (10) days advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each Trustee of the Corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

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IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation as the duly authorized act of the Corporation this 30th day of September, 2009.

TAMPA BAY PERFORMING ARTS CENTER, INC:

By: [Signature]
September 30, 2009
 Chairman of the Board (TBPAC)

ATTEST:

By: Franci H. Minkley
September 30, 2009
 Secretary (Board)

STATE OF FLORIDA
 COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of September, 2009, by MARTIN Silbiger & Franci Rudolph of TAMPA BAY PERFORMING ARTS CENTER, INC., a Florida not-for-profit corporation, on behalf of the corporation.

[Signature]
 Notary Public

My Commission Expires:

6-29-2013

