

Div APR. 11. 2012 9:35AM

TRENAM KEMKER

No. 3072

P. 1

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762885

Florida Department of State
Division of Corporations
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JUNIOR ACHIEVEMENT OF WEST CENTRAL FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR 11 2012

T. BROWN

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TRENAM KEMKER 9:28:05 AM PAGE 1/001* Fax NO. 3072r P. 2



April 3, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations
JUNIOR ACHIEVEMENT OF WEST CENTRAL FLORIDA, INC.
13805 58TH ST. N
SUITE 2-140
CLEARWATER, FL 33760

SUBJECT: JUNIOR ACHIEVEMENT OF WEST CENTRAL FLORIDA, INC.
REF: 762885

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.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H12000086153
Letter Number: 512A00010907

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12 APR 11 AM 8:06
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

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7-1-12

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
JUNIOR ACHIEVEMENT OF WEST CENTRAL FLORIDA, INC.

FILED
2012 APR 11 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUNIOR ACHIEVEMENT OF WEST CENTRAL FLORIDA, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is Junior Achievement of West Central Florida, Inc. and its Document Number with the Florida Department of State is 762885.

2. The amendments being effected hereby were duly adopted and approved by the Board of Directors of the Corporation on the 14th day of February, 2012. The number of votes cast for approval of the amendments was sufficient for approval. There are no members entitled to vote on the amendments.

3. These Articles of Amendment shall be effective on July 1, 2012.

4. The Articles of Incorporation are hereby amended as follows:

(a) The provisions of Article I of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE I
NAME

The name of the Corporation is JUNIOR ACHIEVEMENT OF TAMPA BAY, INC.

(b) The provisions of Article II of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE II
PURPOSES

The primary purpose of the Corporation is to provide economic education to young people and for the purposes and objectives specifically delineated in its Bylaws. The Corporation is organized exclusively for charitable, religious, educational and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

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(c) The existing Article III, Section 1 is amended to replace the references to "Trustee" with "Director," delete any references to "members" and update the references to the Internal Revenue Code of 1986.

(d) The provisions of Article V of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE V
REGISTERED OFFICE AND AGENT

The registered agent of the Corporation shall be Richard A. George, and the registered office of the Corporation shall be 13805 58th Street North, Suite 2-140, Clearwater, Florida 33760. The Corporation shall have the right to change such registered agent and registered office as provided by law.

(e) The provisions of Article VI are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE VI
MEMBERS

The Corporation shall have no members.

(f) The provisions of Article VII are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE VII
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation shall be 13805 58th Street North, Suite 2-140, Clearwater, Florida 33760.

(g) The provisions of Article VIII are hereby deleted in their entirety and the following inserted in lieu thereof:

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ARTICLE VIII
BOARD OF DIRECTORS

Section 1. The business of the Corporation shall be managed by its Board of Directors.

Section 2. The Directors shall be elected as provided in the Bylaws and shall serve until their successors are elected and qualified, or until his or her death, resignation or removal.

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than three (3).

(h) The provisions of Article IX are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE IX
OFFICERS

Section 1. The officers of the Corporation shall consist of a President and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The officers shall be elected as provided in the Bylaws and shall serve until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

(i) The provisions of Article X are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors as provided in the Bylaws.

(j) The provisions of Article XI are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE XI
AMENDMENTS

The Articles of Incorporation may be amended by the consent or approval of a majority of members of the Board of Directors then in office.

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(k) The provisions of Article XII of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

ARTICLE XII
CONDUCT OF AFFAIRS

The conduct of the affairs of the Corporation shall be limited by the various provisions of the Bylaws, including, but not limited to, provisions creating, dividing, limiting and regulating the powers of the Corporation and the Directors.

[Signature page follows]

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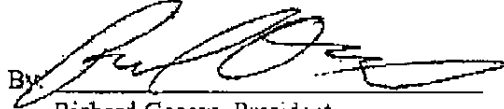
TRENAM KEMKER

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment of the Articles of Incorporation of the Corporation as of the 29 day of March, 2012.

JUNIOR ACHIEVEMENT OF WEST
CENTRAL FLORIDA, INC.

By 
Richard George, President

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