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Division of Corporations
Fax Number : (850) 617-6380

From:

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
JUNIOR ACHIEVEMENT OF TAMPA BAY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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T. ROBERTS

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**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
JUNIOR ACHIEVEMENT OF TAMPA BAY, INC.**

Pursuant to Section 617.1007, Florida Statutes, JUNIOR ACHIEVEMENT OF TAMPA BAY, INC., a Florida corporation (this "Corporation") hereby restates its Articles of Incorporation as follows:

**ARTICLE I
NAME**

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

**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").

**ARTICLE III
LIMITATIONS ON ACTIVITIES**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any either 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 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.

Section 2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

Section 3. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) the Code.

Section 4. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

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Section 5. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

Section 6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) the Code.

Section 7. Notwithstanding any other provision of these 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 from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and said Regulations as they now exist or as they may hereafter be amended.

Section 8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

TERM OF EXISTENCE

The Corporation is to exist perpetually.

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.

ARTICLE VI

MEMBERS

The Corporation shall have no members.

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.

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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).

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.

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.

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.

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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JUL. 2. 2012 9:22AM

TRENAM KEMKER

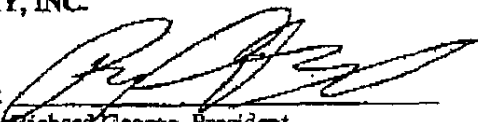
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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Restated Articles of Incorporation of the Corporation as of the 22 day of March, 2012.

JUNIOR ACHIEVEMENT OF TAMPA
BAY, INC.

By:


Richard George, President

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CERTIFICATE OF RESTATEMENT

The undersigned, as President of THE JUNIOR ACHIEVEMENT OF TAMPA BAY, INC., a Florida corporation, hereby certifies as follows:

1. These Articles of Restatement do not contain any amendment to the Articles of Incorporation of THE JUNIOR ACHIEVEMENT OF TAMPA BAY, INC. that requires member approval.
2. These Articles of Restatement have been approved by the directors of THE JUNIOR ACHIEVEMENT OF TAMPA BAY, INC. at a duly called meeting held February 14, 2012.

Dated this 27 day of March, 2012.

JUNIOR ACHIEVEMENT OF TAMPA
BAY, INC.

By



Richard George, President

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COSTELLO, ROYSTON & WICKER, P.A.

ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

Voice (239) 939-2222 • Facsimile (239) 939-2280

John M. Wicker, P.A., Managing Attorney
Also member of Florida Institute of Certified Public Accountants

Truman J. Costello, 1949-2011
In Memoriam

Robert D. Royston, Jr., P.A., Of Counsel

Brittany Professional Centre
12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

Mailing Address
Post Office Drawer 60205
Fort Myers, FL 33906-6205

Facsimile Transmission Cover Sheet

To: Division of Corporations	From: Mariann P. Bryce
Fax: 850-617-6380	Pages: 4, including cover sheet
Corporation: Gold Plating Specialties, Inc.	Date: July 2, 2012
Re: Dissolution	

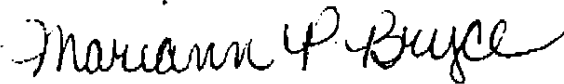
To Whom It May Concern:

Enclosed please find the Articles of Dissolution for Gold Plating Specialties, Inc., and transmission verification report as proof that the Articles were faxed to you on 2/29/12.

We would respectfully request that the record show that the corporation was dissolved on 2/29/12.

Please do not hesitate to contact our office should you have any questions. Thank you for your assistance.

Very truly yours,



Mariann P. Bryce, Legal Assistant to
John M. Wicker

Direct Dial: (239) 690-4269
E-mail: mbryce@lawcrw.com

law  **crw**
www.lawcrw.com

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