



Problem solving for nonprofits

764205

EXECUTIVE SERVICE CORPS OF TAMPA BAY, INC.

Serving Hillsborough and Pinellas Counties

1411 N. Westshore Boulevard, Suite 213

Tampa, FL 33607-4529

(813) 282-1188 or (813) 282-1288 (FAX)

OFFICERS

AUGUST FREUNDLICH, Ph.D., *PRESIDENT*

ROBERT FINDORFF, *TREASURER*

ROBERT G. HALE, *IMMEDIATE PAST PRESIDENT*

DIRECTORS

GAYLE BERTELSTEIN

FRANK CALLAHAN

DAVID G. HANLON

SAM HORTON, Ed.D.

SARAH JORDAN-HOLMES

LEWIS F. LEWIS

COL. PAUL RAY

DONALD J. TABONE

SAM THOMPSON, JR.

ENRIQUE A. WOODROFFE

DICK LOCKE, *EMERITUS*

PAUL SINGLETON, *EMERITUS*

JOHN TAPLEY, *EMERITUS*

EARL H. WARE, *EMERITUS*

FOUNDING DIRECTORS

ALFRED S. AUSTIN

W. SCOTT CHRISTOPHER (Deceased)

MAX H. HOLLINGSWORTH

FRED D. LEARY (Deceased)

EXECUTIVE DIRECTOR

BETSEY A. McFARLAND  
exec\_dir\_escot@mindspring.com

OUR MISSION

*The Executive Service Corps of Tampa Bay improves the quality of community life by providing volunteer consultants whose knowledge and expertise help nonprofit organizations serve their clients more effectively.*

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-05/08/01--01011--018  
\*\*\*\*\*45.75 \*\*\*\*\*43.75

Articles of amendment included -  
Please return a certified copy -  
Additional fees included

Thank You!

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Amended & Restated and E N/C

V SHEPARD AUG 8 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 15, 2001

EXECUTIVE SERVICE CORPS OF TAMPA, INC.  
1411 N. WESTSHORE BLVD., STE. 213  
TAMPA, FL 33607-4529

SUBJECT: EXECUTIVE SERVICE CORPS OF TAMPA, INC.  
Ref. Number: 764205

We have received your document for EXECUTIVE SERVICE CORPS OF TAMPA, INC. and your check(s) totaling \$45.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 101A00029549

RECEIVED  
01 JUL -9 AM 11:20  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 12, 2001

EXECUTIVE SERVICE CORPS OF TAMPA, INC.  
1411 N. WESTSHORE BLVD., STE. 213  
TAMPA, FL 33607-4529

SUBJECT: EXECUTIVE SERVICE CORPS OF TAMPA, INC.  
Ref. Number: 764205

We have received your document for EXECUTIVE SERVICE CORPS OF TAMPA, INC. and your check(s) totaling \$45.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please state the new name of the corporation in Article I of your document.

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) 245-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 401A00041162

RECEIVED  
01 AUG - 6 AM 8: 21  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 AUG -6.. AM 9:50

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EXECUTIVE SERVICE CORPS OF TAMPA, INC.**

**ARTICLE I.**

The name of the corporation shall be the EXECUTIVE SERVICE CORPS OF TAMPA BAY, INC., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. The principal office and place of business of the corporation shall be Tampa, Hillsborough County, Florida or at such other address or addresses the Board of Directors shall determine.

**ARTICLE II.**

The corporation is organized and shall be operated exclusively for scientific, educational, charitable, and religious purposes and it is authorized to accept, hold, administer, invest, and disburse for scientific, educational, charitable, and religious purposes, such funds as may from time to time be given to it by any person, persons, corporations or government entities, to receive gifts and make financial and other types of contribution and assistance to scientific, educational, charitable, and religious organizations, and governmental entities, including, but not limited to, rendering support, aid, advice and services to scientific, educational, charitable, and religious organizations and governmental entities.

All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto; and no part of the net earnings shall inure to the benefit of any individual and no

part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

In the event of dissolution, all of the remaining assets of the corporation shall be distributed only for scientific, educational, charitable and religious purposes to organizations which have been ruled exempt by the Internal Revenue Code under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

In attempting to fulfill the general nature of the objects of this corporation, this corporation shall and must strictly adhere to the following provisions:

1. The 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, or any corresponding provisions of any subsequent federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
3. The corporation shall not retain or acquire excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
4. The corporation shall not make any investments which jeopardize its charitable purpose, and, accordingly, its investments shall be made in such a manner as not to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE III.**

The membership of the corporation shall be not less than three and can grow to the number that the Board of Directors may set from time to time, and the original incorporators shall be the first members.

The Board of Directors shall elect members. The method of election of the directors will be as set forth in the bylaws.

Corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws.

#### **ARTICLE IV.**

The corporation shall commence business as soon as practicable after these Articles are filed in the office of the Secretary of State of the State of Florida, and shall continue in perpetuity unless sooner dissolved by a two-thirds (2/3) vote of the Board of Directors.

#### **ARTICLE V.**

The names and places of residence of the subscribers and incorporators were as follows:

Fred D. Leary	2407 Ardson Place Tampa, Florida 33609
Max H. Hollingsworth	406 South Hubert Tampa Florida 33609
Alfred S. Austin	1408 N. Westshore Blvd. Tampa, Florida 33607
W. Scott Christopher	10701 Carrollwood Dr. Tampa, Florida 33618

#### **ARTICLE VI.**

The affairs and business of the corporation shall be conducted by a Board of Directors of not less than three members nor more than thirty-five members, the exact number of which shall be fixed by the Board of Directors, one of whom shall be elected President, one or more shall be

elected Vice President, one shall be elected Secretary, and one elected Treasurer; however the office of Secretary and Treasurer may be consolidated and held by one person. The outgoing President shall be elected Immediate Past President. The first Board of Directors was:

Fred D. Leary	Max H. Hollingsworth
Alfred S. Austin	W. Scott Christopher

The Board of Directors shall have the power and authority to elect successor directors. In the event of a vacancy on the Board by reason of expiration of term, death or resignation, the Board shall be authorized to fill such vacancy.

All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the articles of incorporation.

#### **ARTICLE VII.**

The names of the officers named to manage the affairs of the Corporation until the first election were:

Fred D. Leary	President
Max H. Hollingsworth	Vice President
Alfred S. Austin	Treasurer
W. Scott Christopher	Secretary



#### **ARTICLE VIII.**

The street address of the corporation's initial principal office was 10701 Carrollwood Drive, Tampa, Florida, 33618.

The street address of the corporation's present registered office is 134 South Tampa Street, Tampa, Florida 33602.

The Board of Directors may from time to time move the registered office to any other address.

#### **ARTICLE IX.**

The name of the registered agent of the corporation at its registered address at 1411 N. Westshore Blvd., #213, Tampa, Florida 33607, is Robert G. Hale, who has made a written acceptance of appointment as such registered agent. (see last page)

The Board of Directors may from time to time appoint other registered agents.

#### **ARTICLE X.**

The Board of Directors upon a majority vote of the Board may amend these Articles of Incorporation.

#### **ARTICLE XI.**

The Bylaws of the Corporation shall be made, altered, or rescinded by a majority vote of the Board of Directors.

## **ARTICLE XII.**

The Corporation shall have the power and authority to borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease, and otherwise acquire by gift, devise or inheritance, real and personal property of any kind and character necessary to promote the object of the corporation, and to held, use, pledge, mortgage, encumber, sell, invest and reinvest the same and collect and disburse the income and principal thereof for such purposes. A recitation in any deed of conveyance made by the Corporation that the sale has been authorized by a majority of the Board of Directors shall protect the purchaser of such property.

## **ARTICLE XIII.**

The corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the corporation.

### **Written Acceptance of the Registered Agent:**

I hereby am familiar with and accept the duties and responsibilities as registered agent for the Executive Service Corps of Tampa Bay, Inc.

  
\_\_\_\_\_  
Robert G. Hale

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
EXECUTIVE SERVICE CORPS OF TAMPA, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendments to be filed

**Article I:**

The name of the corporation shall be the **EXECUTIVE SERVICE CORPS OF TAMPA BAY, INC.**  
*(This is the only portion of the Article that is to be amended)*

**Article VIII:**

The street address of the corporation's initial principal office was 10701 Carrollwood Dr., Tampa, FL 33618. (no change)

The street address of the corporation's present registered office is 1411 N. Westshore Blvd., #213, Tampa, FL 33607 *(This is the line to be amended.)*

The Board of Directors may from time to time move the registered office to any other address. (no change)

**Article IX:**

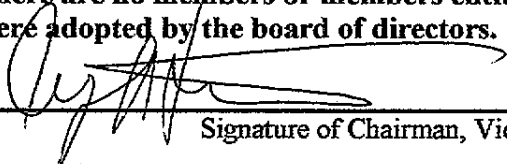
The name of the registered agent of the corporation at its registered address at 1411 N. Westshore Blvd., #213, Tampa, FL 33607, is Robert G. Hale, who has made a written acceptance of appointment as such registered agent. *(This is the line to be amended.)*

The Board of Directors may from time to time appoint other registered agents. (no change)

**SECOND:** The date of the adoption of the additional amendment(s) was: **April 10, 2001.** Also the restated articles adopted in 1992 were again ratified and accepted by the current board of directors.

**THIRD:** Adoption of Amendment

There are no members or members entitled to vote on the amendment. The amendment(s) were adopted by the board of directors.



\_\_\_\_\_  
Signature of Chairman, Vice Chairman, President or Other Officer

**AUGUST L. FREUNDLICH, PHD**

\_\_\_\_\_  
Typed or printed Name

**PRESIDENT**

\_\_\_\_\_  
Title

**4/30/01**

\_\_\_\_\_  
Date