

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BRETT HENDEE, P.A.
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LIMITED LIABILITY AMENDMENT

THE THANKSGIVING FUND, LLC

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF ORGANIZATION
OF
THE THANKSGIVING FUND, LLC**

02 JAN -7

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends and restates the Articles of Organization of The Thanksgiving Fund, LLC.

SECOND: The articles of organization were filed with the Florida Department of State on August 21, 2000.

THIRD: A certificate of amendment of the articles of organization was filed with the Florida Department of State on November 15, 2000.

FOURTH: The following amendments were adopted by unanimous consent of the sole member of The Thanksgiving Fund, LLC and the Articles of Organization, as amended, are hereby amended and restated in their entirety:

ARTICLE I – Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "Bertron, LLC."

ARTICLE II – Address:

The mailing address and street address of the principal office of the Company is 100 S. Ashley Drive, STE 1770, Tampa, FL 33602.

ARTICLE III – Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV – Management:

The Company shall be managed by a sole member and the name and address of the Managing Member is The STB Foundation, Inc., a Florida not-for-profit corporation whose address is 100 S. Ashley Drive, STE 1770, Tampa, FL 33602.

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TALLAHASSEE, FLORIDA**ARTICLE V – Distribution of Assets on Dissolution:** 02 JAN -7

In the event of dissolution, the Company shall, after payment of all liabilities, distribute any remaining assets to its sole Managing Member or if the sole Managing Member is not in existence then to an organization or organizations which, at the time, qualify both as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the "Code"), and as an organization or organizations contributions to which are deductible under Section 170(c)(2) of the Code; provided, that if the sole Managing Member is deemed to be a private foundation as defined in Section 509 of the Code, in the event of dissolution or upon the termination of status of the sole Managing Member as a private foundation pursuant to Section 507(b)(1)(A) of the Code, the net assets of the Company shall be distributed to an organization or organizations described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii)) each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months.

ARTICLE VI- Purpose:

This Company is organized and shall be operated as an entity not for profit, exclusively for charitable, scientific, literary, educational or other charitable purposes as described in Section 501(c)(3) of the Code, including for such purpose, the making of distributions to other organizations, selected by the Directors of the sole Managing Member, which qualify as tax-exempt organizations under the Code, or by contributions to organizations which do not so qualify provided that such contributions are used for specific projects in furtherance of the sole Managing Member's own exempt purposes and the sole Managing Member retains control and discretion as to the use of such contributions.

ARTICLE VII – Limitation on Activities:

No part of the net earnings or income of this Company shall inure to the benefit of or be distributed to anyone other than the sole Managing Member or pursuant to Article V, as the case may be, but this Company shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt purposes. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Company shall be empowered to make the election authorized under Section 501(h) of the Code. The Company shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

This Company is empowered to exercise all rights and powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the company is organized, subject, however, to the following:

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(a) This Company 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 Code, as amended heretofore or hereafter.

(b) This Company shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code.

(c) This Company 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 Code.

(d) This Company shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(e) This Company shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(f) This Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(g) This Company shall not engage in any prohibited transaction as defined in Section 503(b) of the Code.

The Company shall be deemed to accept all gifts, grants and contributions on the condition that in the event it is finally judicially determined that the Company or the sole Managing Member are not described in Sections 501(c)(3) and 170(c)(2) of the Code and exempt from tax under Section 501(a) of the Code, the Company shall be deemed to have held and continue to hold such gifts, grants and contributions from the date or dates of receipt thereof, and all income thereon and proceeds thereof, in trust for such organizations or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code as the Board of Directors of the sole Managing Member in its sole discretion shall select; provided, that in no event shall any gift, grant or contribution be refunded in whole or in part to any donor or contributor after acceptance thereof by the Company except as to any unused portion thereof which is required to be so refunded as an express condition of such gift, grant or contribution.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with §608.411 of the Florida Limited Liability Company Act this 19th day of December, 2001.



Signature of Authorized Representative of Sole Member

Brett Hendee

Typed Name

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