

BORDELON LAW FIRM
P.A.

Established 1974

John S. Bordelon
Master of Laws
Also admitted in Louisiana

Tel (850) 934-1000
Fax (850) 934-1050

N000000000003640
Ma 6, 200

Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles

Dear Sir or Madam:

100004271241--3
-05/18/01--01079-008
*****35.00 *****35.00

Please find the Amended and Restate Articles of Incorporation of Pensacola Teen Board, Inc. along with a check in the amount of \$35.00. Please file this articles and return to this office.

Sincerely,



Lonnie Hawkins
Legal Assistant to
John S. Bordelon

lh
enclosures

FILED
01 JUL 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated & Amended



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 2001

JOHN S. BORDELON
BORDELON LAW FIRM
2721 GULF BREEZE PARKWAY
GULF BREEZE, FL 32561

SUBJECT: PENSACOLA TEEN BOARD, INC.
Ref. Number: N00000003640

We have received your document for PENSACOLA TEEN BOARD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 001A00032237

BORDELON LAW FIRM

P.A.

Established 1974

John S. Bordelon
Master of Laws
Also admitted in Louisiana

Tel (850) 934-1000
Fax (850) 934-1050

July 11, 2001

Ms. Katherine Harris
Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

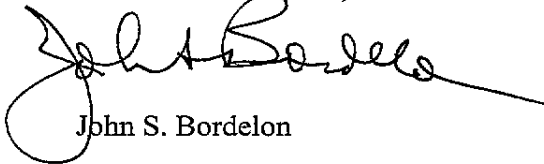
RE: Pensacola Teen Board, Inc.
Ref. No.: N00000003640
Your Letter No.: 001A00032237
Our File No.:

Dear Ms. Harris:

In response to your letter dated May 25, 2001 regarding the above-referenced matter, please find attached a certificate to accompany the Restated Articles of Incorporation.

If you have any questions or comments, please feel free to contact our office.

Sincerely,
Bordelon Law Firm, P.A.



John S. Bordelon

JSB/tmt
Enclosures
cc: Ms. Brenda Carraway

RECEIVED
01 JUL 17 AM 11:28
DIVISION OF CORPORATIONS

To: Department of State
Tallahassee, Florida

FILED
01 JUL 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
PENSACOLA TEEN BOARD, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, Pensacola Teen Board, Inc., a Florida not for profit corporation, whose original articles of incorporation were filed by the Florida Department of State on June 6, 2000, by resolution duly adopted by its board of directors, adopts the following restated and amended articles of incorporation:

ARTICLE I
NAME

The name of this corporation is PENSACOLA TEEN BOARD, INC.

AMENDED
ARTICLE II
PURPOSES

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing an organizational environment for young ladies to develop and enhance their people skills and scholarship and career opportunities, principally by coordinating and producing fashion shows for local retailers and secondarily to provide community service project opportunities.

It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III
MEMBERS

The membership of the corporation shall be comprised of three classes of members, to wit:

- 1) Junior Members: Those females who will be classified as Juniors or third year high school students for the academic year beginning after June 1st will comprise the Junior members.
- 2) Senior Members: Those females who were Juniors Members the preceding membership year and will be classified as Seniors or fourth year high school students

- for the academic year beginning after June 1st will comprise the Senior members who may also be referred to as Big Sisters or Second Year Members.
- 3) College Members: Those females who were Senior Members the preceding membership year and will be enrolling in either Pensacola Junior College or the University of West Florida as full time students during the current membership year.

AMENDED
ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 3832 Bangkok Cove, Gulf Breeze, FL 32561. The name of the registered agent at the office is: Brenda Carraway.

AMENDED
ARTICLE V
DIRECTORS

The number of persons constituting the board of directors is three (3). The names and addresses of the directors who are to serve until the annual meeting of the members or until their successors are elected and qualified are:

Brenda Carraway
3832 Bangkok Cove
Gulf Breeze, FL 32561

Paula Pulaski
7171 North Davis
Pensacola, FL 32504

Rachel D. Reyes
1011 N. 12th Avenue
Pensacola, FL 32501

Directors will be elected annually in the manner set forth in the Bylaws.

ARTICLE VII
OFFICERS

The affairs of the corporation are to be managed by a President, Vice President, Secretary, and Treasurer who will be accountable to the board of directors. Officers will be elected annually in the manner set forth in the Bylaws.

The names of the officers who are to serve until the next election of officers are as follows:

<u>Name</u>	<u>Office</u>
Brenda Carraway	President
Paula Pulaski	Vice-President
Paula Pulaski	Secretary/Treasurer

ARTICLE VIII
BYLAWS

The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

ARTICLE IX
POWERS OF CORPORATION

The corporation may have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes.

ARTICLE X
DISSOLUTION

This corporation may be dissolved at any time with the written consent of a majority of the members. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

AMENDED
ARTICLE XI
FISCAL YEAR

The corporation shall operate on a fiscal year or membership year which shall commence on May 1st and end on April 31st.

AMENDED
ARTICLE XII
NET EARNINGS AND DISSOLUTION

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding

section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

The above restated articles of incorporation primarily restate and integrate the provisions of the corporation's articles of incorporation and also contain certain amendments, specifically designated as "Amended," which were adopted pursuant to Section 617.0201(4), Florida Statutes. There is no discrepancy between the corporation's articles of incorporation and the provisions of these restated articles of incorporation other than the inclusion of amendments adopted pursuant to Section 617.1007, Florida Statutes, and omissions of matters of historical interest.

In witness, the undersigned officers of the corporation have executed these restated articles of incorporation on 5/7/2001.

PENSACOLA TEEN BOARD, INC.

BY: Brenda Carraway
Brenda Carraway, Director

BY: Paula Pulaski
Paula Pulaski, Director

BY: Rachel D. Reyes
Rachel D. Reyes, Director

STATE OF FLORIDA

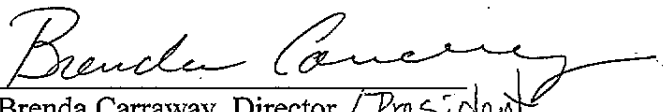
COUNTY OF SANTA ROSA

IN RE: Pensacola Teen Board, Inc.
 Ref. Number N00000003640

I HEREBY CERTIFY that the Restated and Amended Articles of Incorporation of Pensacola Teen Board, Inc. were adopted by the board of directors and does not contain any amendments requiring member approval.

I HEREBY CERTIFY that the date of the adoption of the amendment by the directors was May 7, 2001.

Dated this 11 day of July, 2001.


Brenda Carraway, Director / President
Pensacola Teen Board, Inc.