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FLORIDA NON-PROFIT CORPORATION
NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC.

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ARTICLES OF INCORPORATION
OF
NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC.

We, the undersigned, as natural persons over the age of 18 years, acting as incorporators of a not-for-profit corporation, adopt the following Articles of Incorporation for such not-for-profit corporation pursuant to Chapters 617 and 607, Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC. ("Corporation") and its principal office and mailing address is 4137 Saltwater Blvd., Tampa, Fla. 33615.

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ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively for charitable, educational, literary, and scientific purposes, as will qualify it for exemption from federal income tax under 501(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States Internal Revenue Law (the "Code") as an organization described in sections 501 (c)(3) of the Code.

Within the scope of the forgoing, the Corporation is specifically organized:

- (1) To strengthen the capacity of people working and volunteering in the nonprofit sector to serve their communities in Hillsborough and Pinellas Counties, Florida (the "Community") by providing resources that may not otherwise be available,
- (2) To advance the development of effective leadership, management excellence, and governance for non-profit organizations, which will empower the organizations to better serve the Community,

- (3) To examine the issues facing the nonprofit organizations through discussions, workshops, seminars and lectures in order to allow the organizations and Community to gain insight into these issues and work for solutions.
- (4) To accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes.
- (5) To accept funds as may be given to the Corporation by individuals, corporations (for-profit or not-for-profit), trusts (private or charitable), foundations (public or private), government agencies (local, state, or federal), or other similar organizations or entities.
- (6) To make financial and other types of contributions and assistance to other tax exempt scientific, educational, literary, charitable and religious organizations in the Community, and
- (7) To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the forgoing stated purpose and permitted under the laws of Florida and of the United States.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under section 501 (h) of the Code).

The Corporation shall not participate, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted:

- (1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code,
- (2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code,
- (3) By a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: MEMBERS

The Corporation shall have members ("Members"). Membership provisions (including the designation of classes and the method of acceptance of Members of each such class) shall be set forth in the bylaws.

The right of Members, or any class of Members, to vote, if any, may be limited, enlarged or denied to the extent specified in the bylaws.

ARTICLE 6: MEMBERSHIP MEETINGS

Membership meetings shall be held as scheduled and notice shall be given each Member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

ARTICLE 7: BOARD OF DIRECTORS

A Board of Directors each of who shall be Members of the Corporation shall govern the Corporation. Each Director and shall be elected for a stated term by the membership as provided in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

Five persons shall constitute the initial Board of Directors and will serve as Directors until the first annual Membership meeting. The names and addresses of these persons are:

<u>NAME</u>	<u>ADDRESS</u>
Donald J. Tabone	4137 Saltwater Blvd., Tampa, Fl 33615
Frank DeLucia	2735 Whitney Rd., Clearwater, Fl 33758
Diane McCabe	P.O. Box 2056, Dade City, Fl 33526
Ron Dickman	1855 Highland Ave. S., Clearwater, Fl 33756
Mike McKinney	14706 Daybreak Dr., Lutz, Fl, 33549

The Corporation is intended to qualify and to operate as a public charitable organization and receive no more than one-third of its revenue from gross investment income and more than one-third of its revenue from contributions, membership fees, and gross receipts from activities.

In any calendar year the Corporation is operated as a private foundation, as that term is defined in Section 509 of the Code, the Board of Directors shall make distributions of income at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code. The Board of Directors shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code. The Board of Directors shall not make any investments that jeopardize the charitable purpose of the Corporation, within the meaning of Section 4944 of the Code, and the regulations thereunder, or retain any excess business holdings, within the meaning of Section 4943(c) of the Code.

ARTICLE 8. OFFICERS

The officers of the Corporation shall be a chairperson, a vice-chairperson, a secretary, and a treasurer who shall perform the usual functions of these offices. The Board of Directors, as provided in the Bylaws, may appoint additional officers.

The Board of Directors at its annual meeting shall elect the officers of the Corporation. All officers shall continue to serve until the election of their successors.

The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

NAME	TITLE	ADDRESS
Don Tabone	Chairman	4137 Saltwater Blvd., Tampa, Fl 33615
Frank DeLucia	Vice Chairman	2735 Whitney Rd., Clearwater, Fl 33758
Diane McCabe	Vice Chairwoman	P.O. Box 2056, Dade City, Fl 33526
Ron Dickman	Secretary	1855 Highland Ave.S., Clearwater, Fl 33756
Mike McKinney	Treasurer	14706 Daybreak Dr., Lutz, Fl 33549

Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS;

APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes, or uses. The Corporation shall, at all times, reserve all rights over, interest in, and control over such contributions. The Corporation shall have full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. If the Corporation is a beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of the property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by and adopted by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each Director not less than ten days prior to such meeting.

ARTICLE 12: GOVERNING LAW

The laws of the State of Florida shall govern the operation of the Corporation. The Board of Directors, however, is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Code and the corresponding regulations.

ARTICLE 13: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, by majority vote, shall distribute the assets to one or more organizations exempt from federal transaction under Sections 501(a) of the Code as an organization described in 501(c)(3) of the Code ("Exempt Organization"). Each Exempt Organization shall be organized and operating for one or more of the exempt purposes set forth in Article 2 of these Articles.

To the extent the assets are not distributed to one or more Exempt Organizations, the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any assets not distributed shall be distributed of by the circuit court of the county ("Court") in which the principal office of the Corporation is located. The Court shall distribute the assets exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and

operated exclusively for one or more of the exempt purposes set forth in Article 2 of these Articles.

ARTICLE 14: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Donald J. Tabone, 4137 Saltwater Blvd., Tampa, Fla. 33615.

ARTICLE 14: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 4137 Saltwater Blvd., Tampa, FL 33615, and the name of the registered agent is Donald J. Tabone.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, as the Incorporator, this 19th day of May 2000

Donald J. Tabone, Incorporator Donald J. Tabone

ACCEPTANCE BY REGISTERED AGENT

I hereby agree to act in as the Registered Agent for the NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19th day of May 2000

Donald J. Tabone, Registered Agent Donald J. Tabone

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