

TRANSMITTAL LETTER

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02 JUL 23 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N020 00005556

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314SUBJECT: UPPER TAMPA BAY LIBRARY Foundation, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)000006586330--0
-07/23/02--01033--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee☐ \$78.75
Filing Fee &
Certificate of
Status☒ \$78.75
Filing Fee
& Certified Copy
+ 1 file stamped
copy
ADDITIONAL COPY REQUIRED☐ \$87.50
Filing Fee,
Certified Copy
& CertificateFROM: BRETT T. SCHARRINGHAUSEN
Name (Printed or typed)12306 WYCLIFF PLACE
AddressTAMPA, FL 33626-2632
City, State & Zip_____
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UPPER TAMPA BAY LIBRARY FOUNDATION, INC.
July 4, 2002**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I. NAME

The name of the corporation, hereinafter called the "Corporation," shall be UPPER TAMPA BAY LIBRARY FOUNDATION, INC., and its principal place of business shall be in the City of Tampa, Hillsborough County, Florida. The working address shall be the Registered Agent's address of 12306 WyCliff Place, Tampa, Florida 33626-2632.

II. PURPOSE

A. The purposes for which the Corporation is to be organized are exclusively for educational, charitable, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To enhance the cultural, educational and information environment of the community by providing library services, facilities, and collections beyond that provided for the traditional tax base funding of the "to be named" new library to be built on Country Way Blvd, Tampa Florida, by 2004 and to enhance it as stated in this document after establishment of this Public Library.

- To provide access to library facilities throughout greater Upper Tampa Bay neighborhoods for all people.
- To provide and maintain special collections of rare books, art, collectibles, media, historic document, equipment, etc. for people with special cultural, informational and educational needs.
- To provide library services to the deaf, blind, handicapped, and economically disadvantaged.
- To provide cultural enrichment to the community through special programs.
- To enhance the new library by updating as required, to include additions of square footage of the building itself, equipment and to add any additional enhancements as needed.

III. REGISTERED AGENT

The registered office of the Corporation and its registered agent to accept service of process within the State is Brett T. Scharringhausen, located at 12306 Wycliff Place, Tampa, Florida 33626-2632 in Hillsborough County

IV. LIMITATIONS AND RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any 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 member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any 1 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. This means that 5% or less of the corporate activities may involve attempts to influence legislation to benefit libraries.

B. Notwithstanding any other provision of there Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they any hereafter be amended, or by an organization, contribution to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter by amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

V. TERM

This Corporation shall exist perpetually, unless terminated by due process of law.

VI. MEMBERS

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

VII. SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Brett T. Scharringhausen	12306 Wycliff Place Tampa, Florida 33626-2632
Craig A. Maiorana	10006 Bently Way Tampa, Florida 33626-2632
Jim Lomot	9928 Bridgton Drive Tampa, Florida 33626-2632

VIII. DIRECTORS

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Brett T. Scharringhausen	12306 Wycliff Place Tampa, Florida 33626-2632
Craig A. Maiorana	10006 Bently Way Tampa, Florida 33626-2632
Jim Lomot	9928 Bridgton Drive Tampa, Florida 33626-2632

IX. BOARD OF HONORARY TRUSTEES

A Board of Honorary Trustees composed of not more than one hundred (100) prominent men and women may be selected in the manner and for such duties as shall be provided and set forth in the bylaws, provided, however, that said Board of Honorary Trustees shall constitute only an advisory board to consult and advise with said Board of Directors.

X. OFFICERS

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

D. The names of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

Brett T. Scharringhausen	President
Craig A. Maiorana	Vice President
Jim Lomot	Secretary/Treasurer

XI. BYLAWS

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

XII. AMENDMENT

The Articles of Incorporation may be amended by a two-thirds vote of the membership of the corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

XIII. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing right shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of July, 2002.

President, Brett T. Scharringhausen

Brett T. Scharringhausen Date 16 July, 2002
(Signature/Registered Agent)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

UPPER TAMPA BAY LIBRARY FOUNDATION, INC

2. The name and address of the registered agent and office is:

BRETT T. SCHARRINGHAUSEN

(Name)

12306 WYCLIFF PLACE

(P.O. Box NOT acceptable)

TAMPA, FL 33626-2632

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Brett T. Scharringhausen
Signature

16 July, 2002
Date