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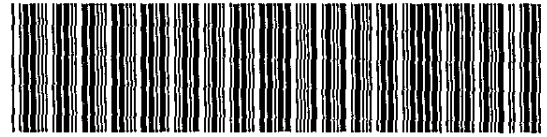
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FILED  
03 APR 18 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 4-18-3  
25424

**DESMOND J. CLARK**  
2703 W. Mississippi Avenue  
Tampa, FL 33629

February 20, 2003

813-261-5024

Division of Corporations  
Certification Division  
Florida Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: THE PRIDE TAMPA BAY FOUNDATION, INC

Dear Secretary of State:

Enclosed for filing are the original Articles of Incorporation for the above-referenced new not-for profit-corporation.

Also enclosed is check number 91 in the amount of \$78.75, representing your filing fee (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$8.75). Please return a certified copy of the Articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,



Desmond J. Clark

DJC:dm  
Enclosures

cc: Donnie Morris, Secretary (w/o enc)



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 25, 2003

DESMOND J. CLARK  
2703 W MISSISSIPPI AVE  
TAMPA, FL 33629

SUBJECT: THE PRIDE TAMPA BAY FOUNDATION, INC.  
Ref. Number: W03000005474

We have received your document for THE PRIDE TAMPA BAY FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of 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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 903A00012165

FILED

**Non-Profit Corporation**  
**Articles of Incorporation of**  
**The Pride Tampa Bay Foundation, Inc.**

03 APR 18 PM 1:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, all being of legal age, have associated themselves together for the purpose of forming a corporation not for profit. Said corporation will be without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes. We do hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by such law, and hereby make, subscribe, acknowledge, and file these Articles of Incorporation.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this Corporation is **THE PRIDE TAMPA BAY FOUNDATION, INC.**. The street address of the initial principal office of the Corporation is **201 West Laurel Street, # 512, Tampa, Florida 33602** and the mailing address of the initial principal office of the Corporation is **P. O. Box 172553, Tampa, Florida 33672**.

**ARTICLE II**  
**CORPORATE PURPOSE**

The purpose of the Corporation shall be to raise, receive, and maintain a fund or funds of real or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated there from, exclusively for charitable or educational purposes. The general focus of the organization is to end discrimination and bias based on sexual orientation gender identity thorough educational programs, cultural awareness and community development.

The Pride Tampa Bay Foundation, Inc. shall at times operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose.

**ARTICLE III**  
**MEMBERSHIP**

Section 1 – Eligibility: Any person shall be eligible for membership to this Corporation upon application to and approval as provided in the By-laws of the Corporation.

Section 2 – Termination of Membership: Membership may be terminated by expulsion for a just cause or by resignation with thirty days prior written notice to the Board of Directors.

Section 3 – Members shall not be liable for the debts, liabilities, or obligations of the Corporation and shall not be subject to assessment.

**ARTICLE IV**  
**DURATION**

This Corporation shall exist perpetually, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes, commencing upon the filing of these Articles of Incorporation with the Department of State. This Corporation shall be a non-stock corporation.

**ARTICLE V**  
**THE INCORPORATORS**

The name and address of the incorporator of this corporation is as follows:

Donald L. Bentz  
201 West Laurel Street, # 512  
Tampa, FL 33602

Patricia Bryant  
1701 N. Franklin Street  
Tampa, FL 33601

Donnie Morris  
5003 E. Colonial Drive #4  
Tampa, FL 33611

Desmond J. Clark  
2703 West Mississippi Avenue  
Tampa, FL 33629

**ARTICLE VI**  
**MANAGEMENT**

Section 1 – Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors.

Section 2 – Faculty: The initial Board of Directors shall consist of four (4) Directors. Proceeding, the number of directors of this corporation shall be no less than Four (4) and no more than ten (10); provided however, that such number may be increased pursuant to the Bylaws of the Corporation.

Section 3 – Election: A Director will serve until his/her successor shall be elected and shall qualify. Directors shall be elected by a majority vote of the then existing membership on an annual basis. Pursuant to Section 617.0807, Florida Statutes, as amended or superseded from time to time, any Director may resign at any time by providing the remaining Directors written notice. Vacancies on the Board of Directors shall be filled by and at the convenience of the remaining directors, as provided in Section 617.0809, Florida Statutes, as amended or superseded from time to time.

Section 4 – Term of Office: The Directors elected at the first meeting of directors shall serve such time as provided in the Bylaws. Directors elected at all times thereafter shall serve such time as provided in the Bylaws.

Section 5 – Action without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

## ARTICLE VII DUTIES OF OFFICERS

Section 1 – The President shall be the principal executive officer of the Association, with responsibility for the general supervision of corporate affairs. The President with the approval of the Board of Directors will appoint committee chairpersons. Selection and monitoring of post office box, supplies, design and maintenance of central database, train team members on central database, creation of procedures manual for database, integrity checks of central database for accuracy, maintenance of all annual legal renewals all new supporters, resources and finances into main database. President will chair all meetings of the Board of Directors and Steering Committee.

Section 2 – In the absence or temporary inability of the President, the First Vice President will perform the duties pertaining to the office of the President. He/She may perform others duties as directed by the Board of Directors. Assist in Selection and monitoring of post office box, supplies, design and maintenance of central database, train team members on central database, creation of procedures manual for database, integrity checks of central database for accuracy, maintenance of all annual legal renewals all new supporters, resources and finances into main database. Vice President will chair any meetings of the Board of Directors and Steering Committee in the President's absence

Section 3 – The Secretary will carry out correspondence for the organization as directed by the Board, maintain accurate records of proceedings, and have custody of all official records of the Association. Minutes of all meetings will be distributed my mail or email to all officers and members of the Board of Directors no later than ten (10) days following any official meeting or action without meeting when required. The Secretary shall be custodian of all records of the corporation and maintain the corporate status of the corporation as required pursuant Florida Statute. Create and update committee rosters with contact information. Monitor and assist in responding to all e-mail accounts, voice mail lines and procedures. Archive organizational documents, meeting minutes and agendas.

Section 4 – The Treasurer shall have responsibility of all financial records and custody of the funds of the Association; and is to be charged with the role of establishing a depositor relationship with a local financial institution and shall deposit said funds in such bank or banks as may be directed by the Board of Directors; and shall make disbursements as directed by the President or Board of Directors. Funds

may be drawn upon only by signature of the two (2) members of the Board of Directors, with the preference that at least one signature be that of the Treasurer or President. The Treasurer is responsible for reconciling banking statements, daily deposits, back-ups for financial records, accounts payable, regular financial reports for team members. In charge of accounting programs, incoming checks, cash and all credit card orders. Implement and monitor sales of tickets for and during upcoming events and financial program. The Treasurer shall mail, or email, notices of dues for the ensuing calendar year at least 30 days prior to the ending of the calendar year. The annual report of the Treasurer shall be presented to the Board of Directors by the close of the fiscal year as set by the Board of Directors, and mailed, or emailed, to all members no later than 45 days upon the close of the fiscal year. The funds, account books, and associated documents in the Treasurer's hands shall at all times be subject to verification and inspection by the Board of Directors. The Treasurer's report shall be presented at the annual meeting.

Section 5 – Directors at large will serve on the Board of Directors, and will assist the organization as necessary. Their term will run concurrently with the officers.

### **ARTICLE VIII** **INITIAL OFFICERS AND DIRECTORS**

The names and addresses of the persons constituting the initial Board of Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

Donald L. Bentz, President, Director  
201 West Laurel Street, # 512  
Tampa, FL 33602

Patricia Bryant, Vice President, Director  
1701 N. Franklin Street  
Tampa, FL 33601

Donnie Morris, Secretary, Director  
5003 E. Colonial Drive #4  
Tampa, FL 33611

Desmond J. Clark, Treasurer, Director  
2703 West Mississippi Avenue  
Tampa, FL 33629

### **ARTICLE IX** **COMMITTEES**

From time to time committees will be formed. The President with the approval of the Board of Directors will appoint the chairpersons except for the nominating committee which will elect its own chairperson.

**ARTICLE X**  
**PARLIAMENTARY AUTHORITY**

Roberts Rules of Order (the most recent edition) shall govern in all cases where they are consistent with these Bylaws. A copy of these will be available at the annual meeting and other special meetings called by the President or Board of Directors.

**ARTICLE XI**  
**BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The By-laws of the Corporation shall be made, altered, or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors, provided that notice thereof, which shall include the text of the By-laws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such alteration to the By-laws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting. The Articles of Incorporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof, provided that notice thereof, which shall include the text of the change to the Articles of Incorporation, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of Incorporation of non-profit corporations.

**ARTICLE XII**  
**GENERAL**

All income and assets of the Corporation above the necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors. This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, or incorporators; provided that the Corporation may pay in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

**ARTICLE XIII**  
**SUBSCRIBERS**

The names and residence addresses of the subscribers to this Corporation are as follows:

Donald L. Bentz, President, Director  
201 West Laurel Street, # 512  
Tampa, FL 33602

Patricia Bryant, Vice President, Director  
1701 N. Franklin Street  
Tampa, FL 33601



Donnie Morris, Secretary, Director  
5003 E. Colonial Drive #4  
Tampa, FL 33611

Desmond J. Clark, Treasurer, Director  
2703 West Mississippi Avenue  
Tampa, FL 33629

**ARTICLE XIV**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at **201 W. Laurel Street, #512, Tampa, FL 33602** and hereby designate and appoint **Donald L. Bentz** as the Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until his successor is selected and duly designated.

**ARTICLE XV**  
**INDEMNIFICATION**

This Corporation shall 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 rights shall be exclusive of other rights to which he or she may be entitled.

**ARTICLE XVI**  
**PROHIBITED ACTIVITIES**

The Corporation shall not:

Section 1 – Attempt to influence legislation as a substantial part of its activities; 2. Allow any part of its net income to inure to the benefit of its officers, directors, or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes; 3. Participate to any extent in the political campaign for any candidate for public office; 4. Conduct any activities not permitted to be carried on by organizations exempt under 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions 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.

Section 2 – The Corporation shall possess all powers granted not-for-profit corporations under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, restrictions shall pertain that 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 and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article II hereof.

**ARTICLE XVII**  
**DEDICATION OF ASSETS**

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof in the event that the Corporation shall dissolve or otherwise terminate, subject to the provisions of Chapters 607 and 617, Florida Statutes; the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government, or to a State or Local Government for exclusive public purposes.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 15<sup>th</sup> day of April, in the year 2003.

  
DONALD L. BENTZ, Incorporator

  
PATRICIA BRYANT, Incorporator


  
DONNIE MORRIS, Incorporator

  
DESMOND J. CLARK, Incorporator

**THE PRIDE TAMPA BAY FOUNDATION, INC.**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, DONALD L. BENTZ, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 15<sup>th</sup> day of April, 2003.

  
DONALD L. BENTZ