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BASIC AMENDMENT

A GIFT FOR TEACHING OF PINELLAS, INC.

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RESTATED ARTICLES OF INCORPORATION
FOR
A GIFT FOR TEACHING OF PINELLAS, INC.

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TALLAHASSEE, FLORIDA

The undersigned officer, on behalf of the Board of Directors, desiring to restate the Articles of Incorporation of A Gift for Teaching of Pinellas, Inc., under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and restate the Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is A GIFT FOR TEACHING OF PINELLAS, INC.

ARTICLE II

CORPORATE PURPOSE

(a) The general object and general purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income generated therefrom, exclusively for those purposes described in Sections 501(c)(3), 170(c)(2) and 2055(a) of the Internal Revenue Code of 1986, and the corresponding provisions of any future federal tax laws (the "Code"), including religious,

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charitable, scientific, testing for public safety, literary, educational or prevention of cruelty to children or animals ("Charitable Purposes").

(b) In addition to the general Charitable Purposes described in the foregoing paragraph (a), the specific Charitable Purposes are

- (1) to obtain donations of office and school supplies from local businesses; and
- (2) to provide donated supplies to Pinellas County public schools to assist those students unable to purchase school supplies from their own resources.

(c) In carrying out such Charitable Purposes, the Corporation shall have all of the powers and authorities granted by law pertaining to corporations not for profit, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer, invest and reinvest the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable Purposes; provided, however, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170 (c)(2) of the Code and regulations pertaining thereto.

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ARTICLE III

CORPORATE POWERS

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Corporation shall have the power to:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Not for Profit Corporation."

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its Trustees cast as the Bylaws may direct, the number of its Trustees so that the number shall not be less than three (3).

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of its property, franchises or income.

(h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.

(i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any option or interest therein wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

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(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(p) Merge, consolidate or engage in any other corporate reorganization or corporate division with other not for profit corporations, domestic or foreign, provided that the surviving corporation(s) is (are) a corporation(s) not for profit.

ARTICLE IV

MEMBERSHIP

The Corporation shall not have members.

ARTICLE V

DURATION

The Corporation shall have perpetual existence commencing with the filing of the original Articles with the Secretary of State, State of Florida.

ARTICLE VI

MANAGEMENT

(a) The affairs of the Corporation shall be managed by a Board of Trustees, which shall consist of not less than three (3) persons. The number of Trustees in excess of three (3) shall be as set forth in the Bylaws. Trustees shall be elected or removed in accordance with the procedures provided in the Bylaws.

(b) The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected and shall hold office in the manner provided in the Bylaws.

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator are:

Alice S. Carter
1111 N. Bayshore Blvd., Ste. C-4
Clearwater, FL 33759

ARTICLE VIII

GENERAL

(a) All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes selected by the Board of Trustees.

(b) The Corporation shall not have capital stock and shall not pay dividends to its Incorporator, Trustees, or officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporator, Trustees, or

officers, provided that the Corporation may pay compensation in a reasonable amount to its Incorporator, Trustees, or officers for services rendered. The private property of the Incorporators, Trustees, or officers shall not be liable for the debts of the Corporation.

ARTICLE IX

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

(a) The Principal Office and mailing address of the Corporation is 1111 N. Bayshore Blvd., Ste. C-4, Clearwater, Florida 33759.

(b) The Corporation's Registered Office is located at 1111 N. Bayshore Blvd., Clearwater, Florida 33759, and Alice S. Carter is hereby appointed as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE X

PROHIBITED ACTIVITIES

The Corporation:

(a) shall not attempt to influence legislation as a substantial part of its activities;

(b) shall not allow any part of its net income to inure to the benefit of Trustees, officers or members of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;

(c) shall not participate to any extent in any political campaign for or against any candidate for public office;

(d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(e) to the extent it is, or shall become, a private foundation, shall not fail to make distributions for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(f) to the extent it is, or shall become, a private foundation, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(g) to the extent it is, or shall become, a private foundation, shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(h) to the extent it is, or shall become, a private foundation, shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; or

(i) to the extent it is, or shall become, a private foundation, shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI

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 its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3), 170(b)(1)(A) and 170(c)(2) of the Code, or to the federal government, or a state or local government for exclusive public purposes, as shall be determined by the last Board of Trustees. None of the assets will be distributed to any Officer or Trustee of this Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed her name to these Restated Articles of Incorporation this 21st day of January, 2004.



Alice S. Carter, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

A GIFT FOR TEACHING OF PINELLAS, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN PINELLAS COUNTY, FLORIDA, HAS
NAMED ALICE S. CARTER LOCATED AT 1111 N. BAYSHORE BLVD., STE. C-4,
CLEARWATER, FLORIDA 33759, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE:

Alice S. Carter

TITLE:

Alice S. Carter, President

DATE:

January 21, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I
CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND
OBLIGATIONS PROVIDED FOR IN SECTION 607.325, FLORIDA STATUTES,
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE OF

REGISTERED AGENT:

Alice S. Carter

Alice S. Carter

DATE: January 21, 2004

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CERTIFICATE

The undersigned hereby certifies that the Restated Articles of Incorporation of A Gift for Teaching of Pinellas, Inc. does not constitute an amendment to the Articles of Incorporation requiring member approval, and, therefore, the Board of Directors has adopted the restatement.

Dated: January 24, 2004.



Alice S. Carter, President