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FLORIDA NON-PROFIT CORPORATION

YWCA OF TAMPA BAY FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
YWCA OF TAMPA BAY FOUNDATION, INC.**

The undersigned, a natural person over the age of 18, desiring to form a not for profit corporation in accordance with the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is **YWCA OF TAMPA BAY FOUNDATION, INC.**, and its principal office or mailing address is 655 2nd Avenue South, St. Petersburg, FL 33701-4103.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with those purposes, to benefit and support **THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF TAMPA BAY, INC.**, d/b/a **YWCA OF TAMPA BAY, INC.**, as long as the supported organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

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 not for profit corporations and, in addition, the following restrictions shall apply:

3.01 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, board of directors, officers or other private persons except that the Corporation 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 Article 2.

3.02 **Activities.** 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 publishing or distribution of statements) any political campaign on behalf of or in 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 to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) if the Internal Revenue Code of 1986.

ARTICLE 4: CORPORATE POWERS

Subject to the restrictions and limitations set forth in these Articles of Incorporation, the Corporation shall have and may exercise all powers, rights and authorities as are now existing or may be granted in the future to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power, right and authority to elect or appoint officers and agents as its affairs shall require and to allow them reasonable compensation; to 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 all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to 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 interest in real or personal property wherever situated; to acquire, enjoy, use and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to 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 any other government, state, territory, governmental district or municipality or of any instrumentality thereof; to 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 loaned or invested except as prohibited by Section 617.0833, Florida Statutes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE 5: DURATION OF CORPORATE EXISTENCE

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

ARTICLE 6: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, the assets of the Corporation shall be distributed as follows:

6.01 Distribution to Supported Organization. The Board of Directors shall distribute all of the Corporation's assets exclusively for the purposes of the Corporation to **THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF TAMPA BAY, INC.**

6.02 Alternate Distributions. If **THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF TAMPA BAY, INC.**, has been dissolved and is no longer in existence or if it is no longer an exempt organization under Section 501(c)(3) of the Internal Revenue Code, the Board of Directors shall distribute the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In the alternative, the Board of Directors shall distribute the

Corporation's assets to the federal government, or to the State of Florida or to a local government for a public purpose. Any assets that are not disposed of in accordance with the preceding provisions of this paragraph shall be disposed of by the Circuit Court of Pinellas County, Florida, or the Circuit Court in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to an exempt organization (or organizations) under Section 501(c)(3) of the Internal Revenue Code which is (are) organized and operated exclusively for exempt purposes.

ARTICLE 7: MEMBERSHIP

7.01 **Member.** The Corporation shall have one member only which shall be **THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF TAMPA BAY, INC.**, also referred to as the "supported organization".

7.02 **Stock.** The Corporation is organized upon a nonstock basis and shall not issue shares of stock, however, the Corporation may issue a certificate of membership as evidence of membership.

ARTICLE 8: BOARD OF DIRECTORS

8.01 **Board of Directors.** Except as otherwise provided by law or by these Articles of Incorporation or the Bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors. The members of the Board of Directors, including any ex officio Directors, shall be appointed or elected by the governing body of the supported organization as provided in the Bylaws. A majority of the members of the Board of Directors shall be members of the governing body of the supported organization and the acting Chief Executive Officer of the supported organization shall serve as an ex officio Director of the Corporation.

8.02 **Number and Election.** Nine (9) Directors shall constitute the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The name and address of each person who shall serve as a Director on the initial Board of Directors until death, resignation, removal, or the election or appointment and qualification of his or her successor are as follows:

<u>NAME</u>	<u>ADDRESS</u>
YATE CUTLIFF,	301 42 nd Street South, St. Petersburg, FL 33711
KANIKA JELKS-TOMALIN,	7090 21 st Street South, St. Petersburg, FL 33712
CARLEN PETERSEN,	2582 Anderson Drive West, Clearwater, FL 33761
ALIZZA PUNZALAN,	626 31 st Avenue North, St. Petersburg, FL 33704
PAMELA SKYRME,	109 North Lincoln Avenue, Clearwater, FL 33755
MARTY PETTY,	5933 Seabird Drive South, Gulfport, FL 33707

JANE SAYLER, 7430 18th Street NE, St. Petersburg, FL 33702

GEORGE SMITH, 55 Rogers Street #P4, Clearwater, FL 33756

DEBBIE WHITE, 502 Georgetown Place, Safety Harbor, FL 34695

Ex Officio Director:

PEGGY SANCHEZ MILLS, Chief Executive Officer, YWCA of Tampa Bay, Inc., 655 Second Avenue South, St. Petersburg, Florida 33701-4103.

ARTICLE 9: INDEMNIFICATION

Subject to provisions of the Bylaws, the Board of Directors is authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10: INCORPORATOR

The name and address of the Incorporator of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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PAMELA SKYRME,	109 North Lincoln Avenue, Clearwater, FL 33755
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ARTICLE 11: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS

The Board of Directors of the Corporation may accept on the Corporation's behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. The Corporation shall, at all times, have full control over all donated funds and property and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2.

ARTICLE 12: ADOPTION AND AMENDMENT OF BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its Corporate powers, shall be adopted by and may be changed, amended and repealed by the governing body of the supported organization.

ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only by the governing body of the supported organization.

ARTICLE 14: REGISTERED AGENT

PEGGY SANCHEZ MILLS is the Corporation's initial registered agent and the resident agent's address is YWCA of Tampa Bay, Inc., 855 Second Avenue South, St. Petersburg, Florida 33701-4103.

ARTICLE 15: INTERNAL REVENUE CODE

Reference in these Articles of Incorporation to Section 501(c)(3) of the Internal Revenue Code shall refer also to its implementing Treasury Regulations and any corresponding provision of any future federal tax code and regulations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of July, 2003.


PAMELA SKYRME
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated not for profit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 16th day of July, 2003.


PEGGY SANCHEZ MILLS
Registered Agent