

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HEROES OF THE ST. PETE POLICE, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEROES OF THE ST. PETE POLICE, INC.**

Doc. No. N03000009213

These Amended and Restated Articles of Incorporation of Heroes of the St. Pete Police, Inc., a Florida not for profit corporation (the "Corporation"), dated as of December 15, 2017, are being duly executed and filed by James G. Newman, President, to amend and restate the Corporation's original articles of incorporation, which were filed on October 22, 2003, and amended on May 12, 2004 and August 27, 2004. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I
NAME**

The name of the Corporation is Heroes of the St. Pete Police and Fire Rescue, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the current principal office and mailing address of the Corporation is: c/o Gregory, Sharer & Stuart P.A., 100 2nd Avenue South, Suite 600, St. Petersburg, Florida 33701.

**ARTICLE III
PURPOSES**

Section 1. The general purpose of the Corporation shall be to operate for the benefit of and to lessen the burdens of the St. Petersburg Police Department and St. Petersburg Fire Rescue Department (the "Departments").

Section 2. Without limiting the generality of the purpose described in Section 1 above, the specific purposes of the Corporation are:

- (a) To provide community support for the Departments.
- (b) To undertake any activity that assists or contributes to the efforts of the Departments or the City of St. Petersburg.
- (c) To provide funding for families of officers of the Departments in crises or with tragedies.
- (d) To provide funding for a monument for slain officers of the Departments.
- (e) To provide funding for the purchase of specialty safety equipment for the Departments that is outside the ordinary city budgetary process.

Section 3.

A. Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by gift, contribution, or otherwise, shall be used and applied exclusively for charitable, scientific, or educational purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer, director, or trustee of the Corporation (except that reasonable compensation may be paid for services actually rendered to or for the Corporation if such services are in furtherance of one or more of the Corporation's purposes stated above and, excepting further that organizations and individuals may benefit from grants, scholarships, fellowships, and similar payments or contributions made for a charitable, scientific, or educational purpose and in furtherance of the exempt purposes of the Corporation).

B. The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(a), 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). No part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consist of attempting to influence legislation by propaganda or otherwise or which participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE IV
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 100 2nd Avenue South, Suite 600, St. Petersburg, Florida 33701, and the name of its registered agent at such address is James G. Newman.

ARTICLE VI
DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. The number of directors and their method of election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors.

ARTICLE VII POWERS

Except as limited by these Articles of Incorporation or its bylaws, the Corporation shall have and exercise all rights and powers necessary or desirable in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of its assets to the City of St. Petersburg, Florida or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of pursuant to order by any court of record with general equity jurisdiction in the city or county where the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE IX TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the board of directors or in accordance with the laws of the State of Florida.

ARTICLE XI
INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.


Any repeal or modification of the foregoing paragraph by the directors or members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Heroes of the St. Pete Police, Inc. (1) were approved by the directors on December 12 2017, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated as of this 12 day of December, 2017.

Heroes of the St. Pete Police, Inc.

By: 
Name: James G. Newman
Title: President