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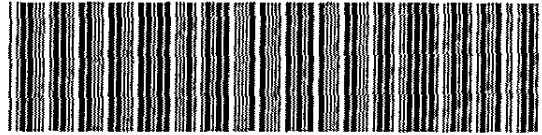
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TALLAHASSEE, FL 32399

Amend, Rest. & N.C.

G. Castellanos JUL 12 2004

Linda C. Hanna
Professional Association
Attorney at Law

The Edgewater • Suite 125
600 South Magnolia Avenue
Tampa, Florida 33606

Telephone (813) 251-1666
Telecopier (813) 251-1927
HannaLaw@aol.com

June 29, 2004

Secretary of State
Division of Corporations
Attn: Filing Department
409 East Gaines Street
Tallahassee, Florida 32399

Re: MJH, Golf Classic, Inc.
Our File No. 03127

Dear Sir or Madame:

We are enclosing an original and two photocopies of the Amended and Restated Articles of Incorporation of Michelin Golf Classic, Inc. to be filed, for the above-referenced corporation.

We are also enclosing check number 4053 in the amount of \$43.75, covering the filing fee and certified copy fee.

Please return the confirmation copy of this letter in the enclosed envelope, as evidence of your receipt of this package.

Please return a certified copy of the Amended and Restated Articles to our office.

If you have any questions, please call the undersigned, immediately.

Thank you for your usual courtesy and cooperation.

Sincerely,



Susan Beaty, Legal Assistant

/slb
Enclosures

Linda C. Hanna
Professional Association
Attorney at Law

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Sincerely,



Susan Beaty, Legal Assistant

/slb
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICHELIN GOLF CLASSIC, INC.**

Pursuant to the provisions of §617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment restating its articles of incorporation in their entirety:

ARTICLE I

Name

The name of this corporation shall be:
MJH GOLF CLASSIC, INC.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Principal Place of Business

The street address of the initial principal office shall be:
3741 East Hillsborough Avenue
Tampa, Florida 33610
U.S.A.

The mailing address of the principal office shall be:

P. O. Box 311394
Tampa, Florida 33680

ARTICLE IV

Business and Purposes

The objects or purposes of the corporation, shall be to aid and benefit neglected and abused children by raising, administering and distributing funds for that purpose, directly or indirectly, but solely for charitable purposes.

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation may

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receive and administer funds for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any undivided interest therein, without limitations as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income 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, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE V

Members

The qualifications for membership and the manner of admission of members shall be regulated by the By-Laws.

ARTICLE VI

Board of Directors

The Board of Directors shall consist of not less than three Directors and not more than twenty-one Directors. The Board of Directors shall exercise all of the powers of this corporation, and shall provide, through the By-Laws, for the method by which Directors shall succeed in office.

The initial Board of Directors shall consist of four members, who shall hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
JOSEPH C. HAFNER	83 Adalia Avenue Tampa, Florida 33606 US
EDDIE EDMUNDS	6403 Harney Road Tampa, Florida 33610 US
JIM ELSWICK	2718 Crestfield Drive Valrico, Florida 33594 US
OLIN L. MOTT	P. O. Box 11994 Tampa, Florida 33680 US

ARTICLE VII

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at:

3741 East Hillsborough Avenue
Tampa, Florida 33606, US

and the initial registered agent of this corporation at such office shall be OLIN L. MOTT. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII

By-Laws

A. The power to adopt the by-laws of this corporation and to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

B. The by-laws of this corporation shall provide for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE X

Inurement and Dissolution

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, 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, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any 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 or in opposition to any candidate for public office, nor participate in any other activity which would cause it to not to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any statute of similar import. 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 or the corresponding section of any future federal tax code; or,
- (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation of the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations which render aid to neglected and/or abused children in Hillsborough County, Florida, so long as such organizations 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 be hereafter amended, or, if none exist, then for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Special Provisions

If the Corporation is determined to be a private foundation, for purposes of the Internal Revenue Code or the corresponding section of any future federal tax code, then it:

- (A) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or the corresponding section of any

future federal tax code:

- (B) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or the corresponding section of any future federal tax code;
- (C) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code or the corresponding section of any future federal tax code;
- (D) will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code; and,
- (E) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

These Amended and Restated Articles of Incorporation were adopted on November 8, 2003.

These Amended and Restate Articles of Incorporation were adopted by the Board of Directors, because there are no members entitled to vote on the amendment.

Executed this 10th day of June, 2004.

MJH GOLF CLASSIC, INC.



JOSEPH C. HAFNER, PRESIDENT

MJH GOLF CLASSIC, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

OLIN L. MOTT, having been named as registered agent to accept service of process for the above name corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 23 day of ~~May~~, 2004.

June

A handwritten signature in cursive script, appearing to read "Olin L. Mott", written over a horizontal line.

OLIN L. MOTT