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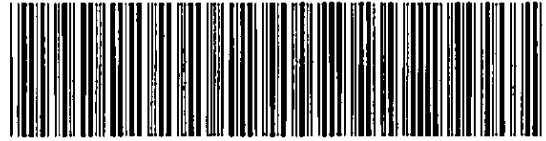
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

FRIENDS OF SOUTH COMMUNITY LIBRARY, INC.

FRIENDS OF SOUTH COMMUNITY LIBRARY, INC., a Florida not for profit corporation ("Corporation"), was organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "Florida Corporation Act"), hereby certifies that:

1. The Corporation was originally incorporated pursuant to the Florida Corporation Act on February 20, 2004.
2. The Corporation is organized on a non-stock basis and shall not issue shares of stock
3. This Amended and Restated Articles of Incorporation has been duly adopted and approved by the Corporation's Board of Directors and its members in accordance with applicable provisions of the Florida Corporation Act.

In accordance with Section 617.1007, Florida Statutes, the Articles of Incorporation of FRIENDS OF SOUTH COMMUNITY LIBRARY, INC., are hereby amended and restated to read in their entirety as follows:

ARTICLE I: NAME AND MAILING ADDRESS

The name of this Corporation is FRIENDS OF SOUTH COMMUNITY LIBRARY, INC. and its principal office or mailing address is 2300 Roy Hanna Drive South, St. Petersburg, FL 33712.

ARTICLE II: CORPORATE PURPOSE

The purpose of this Corporation shall be:

- 2.01 To assist the library as it works to fulfill the community's educational and informational needs.
- 2.02 To help develop and improve the library facility.
- 2.03 To stimulate the use of the library's resources and services.
- 2.04 To encourage and receive gifts, endowments and bequests for the benefit of the library and provide custody of such funds. Monies shall be for the exclusive use of the South Community Library.
- 2.05 To provide programs and activities that reflect the interests of the members.

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ARTICLE III: LIMITATIONS 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 such corporations and in addition thereto the following restrictions shall pertain:

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 payments and distributions in furtherance of the purposes set for the Article 2, purpose hereof. 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI - MEMBERS

- 6.01 Any person who is interested in the objectives of this organization shall be eligible for membership.
- 6.02 Membership shall be individual, family, sustaining, and life.
- 6.03 The Executive Board of Friends of the South Community Library shall set dues for each of the various classes of membership. Dues shall be payable on or before December 31 of each year for the following year.
- 6.04 All classes of membership shall have voting privileges and be eligible to hold office. Non-members may be invited to regular and special meetings.
- 6.05 The Corporation shall not issue member certificates.

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ARTICLE VII: OFFICERS

The manner in which the officers shall be elected or appointed is as follows:

Officers shall be elected for a term of one (1) year by a majority vote of those present at the Annual Meeting. At the Annual Meeting, additional nominations may be made from the floor. Any nominee must have given consent to serve if elected.

ARTICLE VIII: BOARD OF DIRECTORS

8.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

8.02 Term. Directors shall hold their offices for one (1) year or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.


8.03 Directors. The names and addresses of the persons who are now serving as Directors until the election and qualification of their successors are as follows:

Claire Stiles	South Branch Library 2300 Roy Hanna Drive South, St. Petersburg, FL 33712
Polly Higgins	South Branch Library 2300 Roy Hanna Drive South, St. Petersburg, FL 33712
Rosalee Fortune	South Branch Library 2300 Roy Hanna Drive South, St. Petersburg, FL 33712
Jay Ghosh	South Branch Library 2300 Roy Hanna Drive South, St. Petersburg, FL 33712

ARTICLE IX: REGISTERED AGENT

The Corporation's registered agent maintains an office at South Branch Library, 2300 Roy Hanna Drive South, St. Petersburg, FL 33712, and the registered agent there at shall be Jay K. Ghosh.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 16th day of July, 2019.

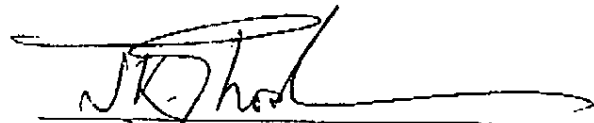

Printed Name: Claire Ann Stiles
President

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit 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, 2019.


Jay K Ghosh, Registered Agent

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