

Division of Corporations

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N04000002027

Florida Department of State
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To: Division of Corporations Attn: Darlene Connell
Fax Number : (850) 617-6380 Regulatory Specialist II

From:
Account Name : BLALOCK, WALTERS, FIELD & JOHNSON, P.A.
Account Number : 076666003611
Phone : (941) 748-0100
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COM AMND/RESTATE/CORRECTOR O/D RESIGN
SOUTH TAMPA BAY AREA TRANSPORTATION PARTNERSHIPS, IN

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

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Corporate Filing Menu

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December 23, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SOUTH TAMPA BAY AREA TRANSPORTATION PARTNERSHIPS, INC.
P O BOX 155
BRADENTON, FL 34206

SUBJECT: SOUTH TAMPA BAY AREA TRANSPORTATION PARTNERSHIPS, INC.
REF: N04000002022

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000278859
Letter Number: 508A00061517

Fax Audit # (((H08000278859 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION****OF****South Tampa Bay Area Transportation Partnerships, Inc.
a Florida Nonprofit Corporation**

South Tampa Bay Area Transportation Partnerships, Inc. (the "Corporation"), a corporation not for profit chartered under the laws of the State of Florida, by and through its undersigned authorized officers, does hereby execute and file these Amended and Restated Articles of Incorporation, pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE ONE**Name**

The name of the corporation is **South Tampa Bay Area Transportation Partnerships, Inc.**

ARTICLE TWO**Principal Office and Mailing Address**

The street address of the principal office of the Corporation is 222 10th Street West, Bradenton, FL 34205 and the mailing address of the Corporation is P.O. Box 155, Bradenton, Florida 34206.

ARTICLE THREE**Duration**

The term of existence of the Corporation is perpetual.

ARTICLE FOUR**Purpose**

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively for the promotion of social welfare as permitted in Section 501(c)(4) of the Internal Revenue Code of the United States, including but not limited to, supporting the establishment of a privately funded, locally based, regional coalition to ensure additional transportation revenues for Manatee County and Sarasota County, Florida and to present a unified voice on transportation issues at all levels of government. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. The Corporation shall not engage in any activity not permitted under Section 501(c)(4) of the Internal Revenue Code of the United States.

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TALLAHASSEE, FLORIDA

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ARTICLE FIVE
Distributions Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for social welfare, charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(4) of the Code (or the corresponding provisions 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 by the Circuit Court in Sarasota County, Florida exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE SIX
Members

The members of this Corporation shall be those individuals or entities, desiring to support the establishment of a privately funded, locally based, regional coalition to ensure additional transportation revenues for Manatee County and Sarasota County, Florida and wishing to present a unified voice on transportation issues at all levels of government, who are invited to be members by the directors of the Corporation in the manner provided by the Bylaws of the Corporation.

ARTICLE SEVEN
Election of Directors

Directors shall be elected in the manner provided in the Bylaws.

ARTICLE EIGHT
Directors

The number of directors constituting the board of directors shall not less than three (3) and not more than fifteen (15) persons. The current directors shall be four and the names and addresses of the current persons who are to serve as directors until the annual meeting of the Corporation or their successors are elected and qualified are:

David Sessions	5001 Lakewood Ranch Blvd., Bradenton, FL 34240
Frederick Derr	3801 N. Orange Ave., Sarasota, FL 34234
Jim Paulmann	6900 Professional Parkway East, Sarasota, FL 34240
Neil Spirtas	222 10 th Street West, Bradenton, FL 34205

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ARTICLE NINE
Registered Office and Agent

The address of the initial registered office of the Corporation is 222 10th Street West, Bradenton, FL 34205. The name of the initial registered agent of the Corporation at such address is Neil Spirtas. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE TEN
Incorporator

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is:

Aaron J. Tracy, Esq.
802 11th Street West
Bradenton, Florida 34205


ARTICLE ELEVEN
Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, as set forth in the Corporation's Bylaws or to the fullest extent permitted by law.

ARTICLE TWELVE
Authorization

Pursuant to the Corporation's Bylaws, there are no members entitled to vote on these Amended and Restated Articles of Incorporation. The foregoing Amended and Restated Articles of Incorporation were approved and ratified by a majority vote of the Directors at a duly called regular meeting of the Directors held on August 28, 2008, at which meeting a quorum was present in accordance with Section 617.1002 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

In Witness Whereof, I have subscribed my name this 22nd day of December 2008.

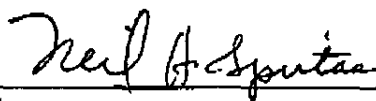


Aaron J. Tracy, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for South Tampa Bay Area Transportation Partnerships, Inc., a Florida nonprofit corporation.



Neil Spirtas

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01/05/09 10:58 FAX 941 745 2093

BLALOCK, WALTERS P.A.

007

12/23/08 13:40 FAX 941 745 2093

BLALOCK, WALTERS

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