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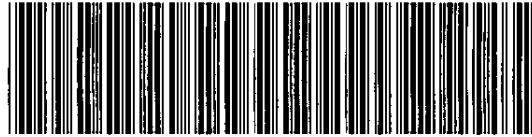
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TALLAHASSEE, FLORIDA

Amended & Restated

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JUL 20 2009

**The Law Office of
William J. Moore, III
1648 Osceola Street
Jacksonville, Florida 32204**

Telephone (904) 685-2172
Facsimile (904) 685-2175

U.S. Mail

July 13, 2009

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: *Tampa Bay Americans With Disabilities Association, Inc. Restatement
of Articles of Incorporation*

Dear Sir/Madam:

Enclosed please find Tampa Bay Americans With Disabilities Association, Inc.'s Restatement of Articles of Incorporation and a \$35.00 check for the associated filing fee made out to the "Florida Department of State." Please file this Restatement and, if you have any questions, comments or concerns, do not hesitate to give my office a call.

Thank you for your prompt attention to this important matter.

Sincerely,



William J. Moore, III

cc: Ms. Vivian Peters

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TAMPA BAY AMERICANS WITH DISABILITIES ASSOCIATION, INC.**

This Nonprofit Corporation is formed in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This Restatement was approved by the Board of Directors of TAMPA BAY AMERICANS WITH DISABILITIES ASSOCIATION, INC. and does not contain any amendments requiring the approval of members.

**ARTICLE I
NAME**

The name of the Nonprofit Corporation is TAMPA BAY AMERICANS WITH DISABILITIES ASSOCIATION, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal office of the corporation and the mailing address is 401 Rosery Road, N.E., Apt. #733, Largo, FL 33770-1472.

**ARTICLE III
PURPOSE**

The corporation is organized to operate exclusively for charitable purposes as within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time, including but not limited to the following:

1. To educate Americans with disabilities about their legal rights.
2. To enlighten individuals and businesses of the special needs of Americans with disabilities.
3. To pursue any legal means necessary to enforce the rights of Americans with disabilities.
4. To enforce the rights of Americans with disabilities with the most time-efficient and legally effective means available.
5. To solicit and accept contributions of money and property, and to use and administer such monies or property for the furtherance of the corporation's purposes.
6. To solicit and accept public support and to use and administer such support for the furtherance of the corporation's purposes.
7. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objectives for which this corporation is formed; and, in general, to have all rights, privileges and immunities, and enjoy all the benefits of the laws of the state of Florida applicable to corporations of this character, including, but not limited to the powers described in Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code, and

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applicable to the other limitations provided in these Articles of Incorporation.

ARTICLE IV PROHIBITED ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the directors or officers of the corporation, or to any other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the corporation and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the corporation's purposes as set forth herein. All of the net earnings and assets of the corporation shall be expended for the purposes stated in Sections 501(c)(3) or 501(c)(4).

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 any candidate for public office.

In the event that, and for so long as, the corporation is characterized as a private foundation within the meaning of Section 509(a), the corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) or prohibited under Section 617.0835 of the Florida Statutes.

ARTICLE V MEMBERSHIP

The Non-profit corporation shall have members but the authority to act on behalf of the corporation and to exercise all corporate powers shall be fully vested in the membership's Board of Directors.

All members in good standing of the corporation shall have an opportunity to vote for the officers and directors running for office or a position on the Board, and any member in good standing who wishes to run for an office or position on the Board may do so consistent with the rules set forth in the bylaws of the corporation.

Furthermore, any member is free at any time to contribute financially, or in any other manner, to the corporation.

ARTICLE VI BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its board of directors, subject to any limitation set forth in these articles of incorporation. The membership of the corporation shall annually elect succeeding members of the board of directors. The board of directors must consist of at least three but not more than nine individuals. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws. A director may be removed from office pursuant to procedures provided in the bylaws.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's registered office shall be 401 Rosery Road, N.E., Apt. #733 Largo, FL 33770-1472. The name of the corporation's registered agent at that address is Vivian Peters.

ARTICLE VIII DISSOLUTION

Dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office. At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State for filing articles of dissolution setting forth the information described in Section 617.1403, Florida Statutes, as amended from time to time. A plan of distribution of assets, authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of law must be filed with the Department of State, and must provide the following:

(a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions be made therefor;

(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(d) Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to one or more organizations organized and operated exclusively for charitable purposes, which shall, at the time, qualify as exempt organizations under section 501(c)(3) or 501(c)(4).

ARTICLE IX COMMENCEMENT OF EXISTENCE AND DURATION

The existence of the corporation commenced on the date of filing its initial Articles of Incorporation, and it shall exist perpetually.

ARTICLE X AMENDMENTS

These articles of incorporation may be amended by adoption of an amendment at a meeting of the board of directors by a majority vote of the directors then in office.

ARTICLE XI INCORPORATOR

The names of the Incorporators are Joan Fernandez, Vivian Peters, and Adrianna Williams (now Adrian-Lee Steininger). The addresses of the Incorporators appear below each Incorporator's signature at the end of these Articles of Incorporation.

ARTICLE XII INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned persons constituting the Incorporators of the corporation have executed these Articles of Incorporation for the purpose of forming TAMPA BAY AMERICANS WITH DISABILITIES ASSOCIATION, INC.

Dated: June, 16, 2009.



Vivian Peters
401 Rosery Road, N.E.
Apt. #733
Largo, FL 33770-1472



Joan Fernandez
219 Mt. Isle Avenue, NE
St. Petersburg, FL 33702-6928



Adrian-Lee Steininger
3960 55th Street North, Apt. 101
St. Petersburg, FL 33709-5688