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Shumaker, Loop & Kendrick, LLP

P. 02/05

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VICKI V. WRAY
813.221.7168
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January 15, 2014

VIA FAX

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

Re: W14000001745 – Earth Charter US, Inc. n/k/a Sustainable Business Coalition of Tampa Bay, Inc.

To Whom It May Concern:

Per our telephone conversation this date, attached please find the fax cover sheet and Amended and Restated Articles changing the name of Earth Charter US, Inc. to Sustainable Business Coalition of Tampa Bay, Inc. We originally attempted to file these Amended and Restated Articles with a cover sheet for a new corporation; this is for a change of name only, not a new corporation. Therefore, please file the attached Amended and Restated Articles of Earth Charter US, Inc. which changes the name to Sustainable Business Coalition of Tampa Bay, Inc.

Also, please do not file this correspondence with the Amended and Restated Articles. These are just written instructions that we do not want in the public records.

If you have any questions or need anything further, please do not hesitate to contact me.

Sincerely,



Vicki V. Wray
Legal Assistant to Andrew L. McIntosh

\vww
Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EARTH CHARTER US, INC.**

14 JAN 15 11:54 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document No. N04000011807

Pursuant to provisions of Section 617.1007, Florida Statutes, the Articles of Incorporation of Earth Charter USA Communities Initiatives Not For Profit Corporation, a Florida non-profit corporation, originally filed with the Florida Department of State on December 20, 2004 and assigned document number N04000011807, as amended and restated by Amended and Restated Articles of Incorporation of Earth Charter US, Inc. filed with the Florida Department of State on March 7, 2007, are hereby amended and restated as follows:

ARTICLE I

The name of the corporation is: SUSTAINABLE BUSINESS COALITION OF TAMPA BAY, INC.

ARTICLE II

The principal place of business address of the corporation is: 8710 W. Hillsborough Avenue, Suite 231, Tampa, FL 33615.

ARTICLE III

The mailing address of the corporation is: 8710 W. Hillsborough Avenue, Suite 231, Tampa, FL 33615.

ARTICLE IV

The specific purpose for which the corporation is organized is to build communities based on ecological integrity, educational, social and economic justice through the efforts of individuals, schools, business and neighborhoods.

A. The corporation is organized exclusively for charitable, religious, education and scientific 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 corresponding section of any future federal tax code.

B. 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 forth in the purpose clause 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)

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any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. 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 disposed of shall be disposed of by the Court of Common Pleas 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 operate exclusively for such purposes.

ARTICLE V

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, the exact number of which shall be fixed from time to time in accordance with the provisions of the Bylaws. The method of election of directors shall be as provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of January 8, 2014.



George Sherman, Chairman

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**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EARTH CHARTER US, INC.**

I HEREBY ACKNOWLEDGE, as the duly elected and qualified Chairman of Earth Charter US, Inc. (the "Corporation"), the following:

That these Amended and Restated Articles of Incorporation were adopted by the Board of Directors effective December 11, 2013; and

That the Corporation had no members.

Dated as of the 8th day of January, 2014.

EARTH CHARTER US., INC

By: _____


George Sherman, Chairman

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