

NO5000000381

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

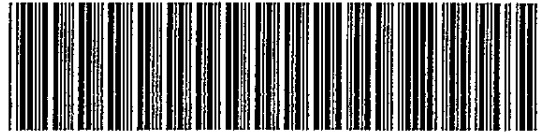
(Document Number)

Certified Copies _____ Certificates of Status _____

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4 D. WHITE JAN 13 2005



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01/06/05--01020--003 **87.50

FILED
2005 JAN 12 A 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: FCC Tampa Bay, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dennis Roger Pemberton

Name (Printed or typed)

2560 Gulf to Bay Blvd. #300

Address

Clearwater, FL 33765

City, State & Zip

727-439-1100

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED
05 JAN 12 AM 10:05

DEPARTMENT OF
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

January 6, 2005

DENNIS ROGER PEMBERTON
2560 GULF TO BAY BLVD #300
CLEARWATER, FL 33765

SUBJECT: FCC TAMPA BAY, INC.
Ref. Number: W05000000912

We have received your document for FCC TAMPA BAY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 805A00001131

AFFIDAVIT

FILED

BEFORE ME, personally appeared HELEN TYLER, who after being duly sworn, deposes and states the following:

1. That my name is HELEN TYLER and I am an Officer and a Director of FCC-TAMPA BAY, INC.

2. FCC-TAMPA BAY, INC. has been administratively dissolved, and will not be reinstated.

3. FCC-TAMPA BAY, INC. will not use the name FCC-TAMPA BAY, INC. in the future, and has no objection to and specifically consents to the use of the name FCC-TAMPA BAY, INC. or any variation thereof by FCC TAMPA BAY, INC.

FURTHER AFFIANT SAYETH NOT.
FCC-TAMPA BAY, INC.

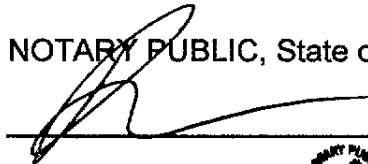

HELEN TYLER

Title: _Officer, Director

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me this 8th day of January, 2005, by HELEN TYLER as Officer and Director of FCC-TAMPA BAY, INC., who (X) is personally known to me.

NOTARY PUBLIC, State of Florida





Dennis R Pemberton
My Commission DD368470
Expires November 03, 2008

ARTICLES OF INCORPORATION
OF

FCC Tampa Bay, Inc.

A Florida Not-For-Profit Corporation

FILED

2005 JAN 12 A 7:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby adopt the following:

ARTICLE I - NAME

The name of the Corporation shall be FCC Tampa Bay, Inc.

ARTICLE II - PURPOSE

Section 1. The Corporation is a not-for-profit organization and has been organized exclusively for charitable, educational and other purpose as will qualify it as an exempt organization within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

Section 2. Without limiting the generality of Section 1 above, the specific purposes of the Corporation shall be:

- A. To support families interested in or who have already participated in adoptions from China;
- B. To educate families who adopted from China and children adopted from China about Chinese culture;
- C. To support the charitable mission of FCC Tampa Bay, Inc., a Florida not-for-profit corporation exempt from taxation under Section 501(c)(3) of the Code;
- D. To develop such support through the realization of philanthropic commitments;
- E. To educate the community served by FCC Tampa Bay, Inc. with regard to its present status and its goals for the future;
- F. To establish policies and guidelines to attain the foregoing objectives.

ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, through gifts, grants, endowment funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable and educational purposes of FCC Tampa Bay, Inc.

B. To make charitable contributions to the FCC National Campaign and the FCC Orphan Campaign, or to any other organization exempt from taxation under Section 501(c)(3) of the Code and furthering the objectives of FCC Tampa Bay, Inc.;

D. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

E. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or officer of the Corporation or any other 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, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Section 3 below. 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 any political campaign (by publication or distribution of any statements or otherwise) on behalf of any candidate for public office.

Section 2. 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)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to any Florida FCC organization exempt from taxation under Section 501(c)(3) of the Code or any organization exempt under 501(c)(3) and operating with purposes of serving the Chinese adoption community of the Tampa Bay Area, if still exempt at the time of such disposition, or if not then so exempt, then to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF DURATION

The Corporation shall have perpetual duration.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 12945 Ridge Rd., Largo, FL 33778.

ARTICLE VII - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be FCC Tampa Bay, Inc., c/o Christy Pemberton, 12945 Ridge Rd., Largo, FL 33778.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 2560 Gulf-to-Bay Blvd. Suite 300, Clearwater, FL 33765.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be DENNIS PEMBERTON.

ARTICLE IX - MEMBERS OF THE CORPORATION

Section 1. The Corporation shall have no members and shall be governed solely by its volunteer Board of Directors.

ARTICLE X – OFFICERS AND BOARD OF DIRECTORS

Section 1. Except as reserved to the members the powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors.

Section 2. The number of Directors shall be provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

Section 4. The current officers are:

President: Christy Pemberton

Vice-President, Secretary: Kym Lundy

Treasurer: Malia Pemberton,

ARTICLE XI - BYLAWS

Section 1. Members shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be exercised by the Members in accordance with the provisions of the Bylaws.

ARTICLE XII - AMENDMENTS

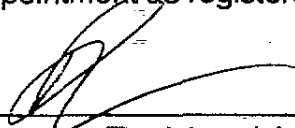
Section 1. The power to alter, amend or repeal any provision of these Articles of Incorporation shall be exercised by the Members of FCC Tampa Bay, Inc.

ARTICLE XIII - INCORPORATORS

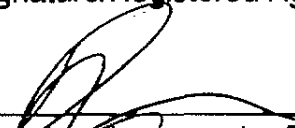
The name and address of the incorporator is:
DENNIS ROGER PEMBERTON
2560 Gulf-to-Bay Blvd. Suite 300
Clearwater, FL 33765.

IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 4th day of January, 2005.

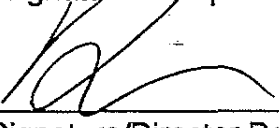
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent Date 01/04/05



Signature/Incorporator Date 01/04/05



Signature/Director Date 01/04/05

FILED
2005 JAN 12 A 7 49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA