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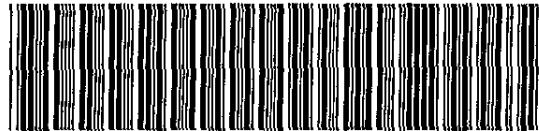
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05 AUG 18 PM 3:04  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

gr Amend

August 15, 2005

Secretary of State  
Division of Corporations  
Attn: Filing Department  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Amendment of  
Kids Charity of Tampa Bay, Inc.  
Our File No.

Dear Sir or Madame:

We are enclosing an original and one photocopy of the Articles of Amendment of Friends of Kids Charity of Tampa Bay, Inc. to be filed, for the above-referenced corporation.

We are also enclosing check number <sup>1797</sup>4107 in the amount of \$43.75, covering the filing fee and certified copy fee.

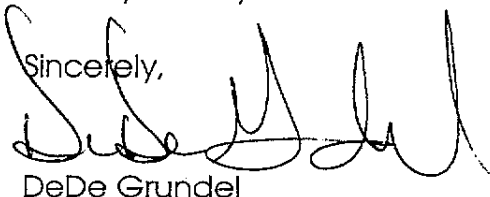
Please return the confirmation copy of this letter in the enclosed envelope, as evidence of your receipt of this package.

**Please return a certified copy of the Articles of Amendment to our office.**

If you have any questions, please call the undersigned, immediately. She can be contacted at (813) 263-3469.

Thank you for your usual courtesy and cooperation.

Sincerely,



DeDe Grundel

/slb

Enclosures

cc: Board of Directors, Kids Charity of Tampa Bay

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KIDS CHARITY OF TAMPA BAY, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of §617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment restating its articles of incorporation in their entirety:

**ARTICLE I**

**Name**

The name of this corporation shall be:

KIDS CHARITY OF TAMPA BAY, INC.

**ARTICLE II**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III**

**Principal Place of Business**

The street address of the initial principal office shall be:

1505 N. Florida Ave.

P. O. Box 800

Tampa, FL 33601

The mailing address of the principal office shall be:

P. O. Box 800

Tampa, FL 33601

**ARTICLE IV**

**Business and Purposes**

The objects or purposes of the corporation, shall be to aid and benefit fostered,

neglected and abused children directly or indirectly by supporting programs for neglected and abused children, by raising, administering and distributing funds for their financial support, providing volunteer services, or otherwise taking action for the benefit of neglected and abused children.

The Corporation is organized exclusively for charitable and educational 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 the corresponding section of any future federal tax code. The Corporation may receive and administer funds for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any undivided interest therein, without limitations as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

## **ARTICLE V**

### **Members**

The qualifications for membership and the manner of admission of members shall be regulated by the By-Laws.

## **ARTICLE VI**

### **Board of Directors**

The Board of Directors shall consist of not fewer than three Directors and not more than twenty-one Directors. The Board of Directors shall exercise all of the powers of this corporation, and shall provide, through the By-Laws, for the method by which

Directors shall succeed in office.

The initial Board of Directors shall consist of three members, who shall hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Bob Thomas	405 Royal Palm Way Tampa, FL 33609
Sandra Murman	410 Blanca Ave. Tampa, FL 33606
Michelle Vogel	17410 Hanna Road Lutz, FL 33548
Gilbert M. Singer	3406 W. Mullen Ave. Tampa, FL 33609

## **ARTICLE VII**

### **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at:

600 South Magnolia Avenue, Suite 125  
Tampa, Florida 33606

and the initial registered agent of this corporation at such office shall be LINDA C. HANNA. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VIII**

### **By-Laws**

A. The power to adopt the by-laws of this corporation and to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

B. The by-laws of this corporation shall provide for the governance of this corporation and may contain any provisions or requirements for the management or

conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## **ARTICLE IX**

### **Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

## **ARTICLE X**

### **Inurement and Dissolution**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer of the Corporation, or any 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, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor participate in any other activity which would cause it to not to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any statute of similar import. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on :

- (A) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or,

- (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation of the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations which render aid to neglected and/or abused children in Hillsborough County, Florida, so long as such organizations qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or, if none exist, then for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the 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 that Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

### **Special Provisions**

If the Corporation is determined to be a private foundation, for purposes of the Internal Revenue Code or the corresponding section of any future federal tax code, then it:

- (A) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or the corresponding section of any future federal tax code;
- (B) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or the corresponding section of any future federal tax code;

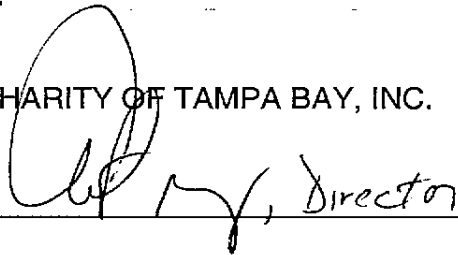
- (C) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code or the corresponding section of any future federal tax code;
- (D) will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code; and,
- (E) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

These Amended and Restated Articles of Incorporation were adopted on January 8, 2004.

These Amended and Restate Articles of Incorporation were adopted by the Board of Directors, because there are no members entitled to vote on the amendment.

Executed this 15 day of August, 2005.

KIDS CHARITY OF TAMPA BAY, INC.

  
\_\_\_\_\_, Director

**KIDS CHARITY OF TAMPA BAY, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

LINDA C. HANNA, having been named as registered agent to accept service of process for the above name corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this \_\_\_\_ day of August, 2005.

\_\_\_\_\_  
LINDA C. HANNA