

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: B.A.Y. Project, Incorporated

DOCUMENT NUMBER: N06000010624

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ellen Kinsey
(Name of Contact Person)

B.A.Y. Project, Incorporated
(Firm/ Company)

1116 East Eskimo Street
(Address)

Tampa, Florida 33604
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ellen Kinsey at (813) 932-7529
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 JAN -6 AM 11:47

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
B.A.Y. PROJECT, INCORPORATED
Document Number: N06000010624**

In accordance with Section 617.1006, Florida Statutes, **B.A.Y. PROJECT, INC.**, a Florida not-for-profit Corporation, through its Board of Directors, hereby amends and restates, in their entirety, its Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is: **B.A.Y. PROJECT, INCORPORATED**, a Florida not-for-profit Corporation, (hereinafter the "Corporation").

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PRINCIPAL OFFICE & MAILING ADDRESS**

The place in this state where the principal place of business of the Corporation is to be located is 1116 East Eskimo Street, Tampa, Florida 33604.

**ARTICLE IV
REGISTERED AGENT AND ADDRESS**

The name and address of the initial and current registered agent, who is a resident of Florida, is:

**Ellen Kinsey
1116 East Eskimo St.
Tampa, Florida 33604**

ARTICLE V PURPOSE

The purposes for which this Corporation is formed are as follows:

1. Said Corporation is organized exclusively for charitable, religious, 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.
2. Specifically, the Corporation is organized to conduct activities for the purposes of:
 - a) The advancement of education to teens between the ages of 13 and 18 years of age and teen moms between the ages of 13 and 21 years of age.
 - b) The enhancement of the intellectual, social, emotional, physical, vocational, spiritual development and technological skills of teens and teen moms.
 - c) The improvement of parenting skills and personal and vocational growth and development of parents who are 22 years of age and older.
3. Additionally, the Corporation shall engage in any other activities pursuant to the above purposes which have been determined or filed by the Internal Revenue Service to be permissible of an exempt organization under 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Revenue Law).

ARTICLE VI POWERS

The powers held by this Corporation are as follows:

1. Subject to limitations set forth in these Articles of Incorporation and By-Laws of this Corporation, this Corporation shall have any and all powers to do any and all things necessary or expedient pursuant to its purpose and to possess all rights, privileges, and immunities granted Corporation under the laws of the State of Florida, subject to this limitation, namely, notwithstanding what may be expressed or implied from this charter this Corporation shall neither have nor exercise power nor shall it directly or indirectly engage in any activity that would 1) prevent it from obtaining Tax-exemption described in paragraph 1 of Article V or 2) cause it to lose Tax-Exemption as an organization.
2. 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 Article V 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) any political campaign on behalf of or in opposition to 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 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.

3. This Corporation may affiliate with other organizations and delegate its powers pursuant to its purposes subject to limitation of purposes and powers set forth in Article V and Article VI, Paragraphs 1 and 2.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are the initial Officers and/or Directors of the Corporation are as follows:

Title: Founder/Director
Kimberly N. Hemmingway
3202 Colwell Avenue, Apt. 605
Tampa, Florida 33614

Title: Founder/Director
Tirhonda Hills
3202 Colwell Avenue, Apt. 605
Tampa, Florida 33614

Title: Director
Ellen Kinsey
1116 East Eskimo St.
Tampa, Florida 33604

ARTICLE VIII THE BOARD OF DIRECTORS

The governing body of this Corporation is the Board of Directors. The Board of Directors shall consist of thirteen (13) members who have full voting rights. The Board of Directors shall meet and perform the duties and responsibilities as set forth in the Corporation's By-Laws.

The names and addresses of the persons who shall serve as Directors are:

Title: Founder/Director
Kimberly N. Hemmingway
3202 Colwell Avenue, Apt. 605
Tampa, Florida 33614

Title: Founder/Director
Tirhonda Hills
3202 Colwell Avenue, Apt. 605
Tampa, Florida 33614

Title: Executive Director
Ellen Kinsey
1116 East Eskimo St.
Tampa, Florida 33604

Title: Director of Recruitment and Retention
Tina Shaw
1243 Gantilly Lane
Wesley Chapel, Florida 33544

Title: Director of Fundraising
Audrey Glymph
1104 East Yukon Street
Tampa, Florida 33604

Title: Director of Community Resources
Keith King
11311 22nd Street, Apt. A215
Tampa, Florida 33612

Title: Director of Curriculum/Program Development
Crystalynn Bullard
P.O. Box 47241
Tampa, Florida 33646

Title: Director of Finances
Brandee Kinsey
5433 Ginger Cove Drive, Apt. B
Tampa, Florida 33634

Title: Director of Educational Activities
Gail Olds
2706 West Saint Conrad Street
Tampa, Florida 33607

Title: Director of Projects
Sarah Paul Del Valle
3645 Sugarcreek Drive
Tampa, Florida 33619

Title: Director of Grants
Seymour Messam
12829 Kings Lake Dr
Gibson, Florida 33534

Title: Director of Public Relations
David James
1817 Dorn Court
Sanford, Florida 32805

Title: Secretary to the Board
Jacquelyn Dennis
2407 East Ida Street
Tampa, Florida 33610

**ARTICLE IX
NAME AND ADDRESSES OF THE PROGRAM MANAGERS**

Each program that operates under the auspices of the B.A.Y. Project, Inc. will be coordinated and provided oversight by two (2) Program Managers. Program Managers are voting members of the board. The Program Managers shall meet and perform the duties and responsibilities as set forth in the Corporation's By-Laws.

The names and addresses of the current Program Managers for the B.A.Y. Project, Inc. are as follows:

Title: Program Manager for Building Young Queens Self-Esteem and Young Teens under Construction
Kimberly N. Hemmingway
3202 Colwell Avenue, Apt. 605
Tampa, Florida 33614

Title: Program Manager for Building Young Queens Self-Esteem and Young Teens under Construction
Tirhonda Hills
3202 Colwell Avenue, Apt. 605
Tampa, Florida 33614

Title: Program Manager for Gallant Guys Growing into Greatness
Sean Kinsey
5433 Ginger Cove Drive, Apt. B
Tampa, Florida 33634

Title: Program Manager for Gallant Guys Growing into Greatness
Andre Smith
3224 Evening Breeze Loop
Wesley Chapel, Florida 33544

Title: Program Manager for Teen Moms Moving Forward
Vickie Lucas
8501 North 50th St. Apt: 714
Tampa, Florida 33617

Title: Program Manager for Teen Moms Moving Forward
Denita Mitchell
5401 William Grant Way, Apt. 102
Tampa, Florida 33610

Title: Program Manager for Parents Now Boarding
Kathy Kinsey
10407 Shalimar Wood Drive
Thonotosassa, Florida 33592

Title: Program Manager for Parents Now Boarding
Stephanie Sykes
3601 East Dr. Martin Luther King Jr. Blvd
Tampa, Florida 33610

ARTICLE X SELECTION/ELECTION OF BOARD OF DIRECTORS

The Founders will be the Co-Chairpersons/Directors of the Board and will appoint nine (11) additional Directors for a total of thirteen (13) Directors. The number of board members may be raised or lowered by amendments of the By-Laws but shall in no case be less than (7). Replacements will be recommended to the Board of Directors by the one or both of the chairpersons and approved at either a regularly scheduled board meeting or a special meeting called for that purpose wherein a quorum of two-thirds of the board members and Program Managers are present. Additional rules and regulations governing the Board of Directors are outlined in the Corporation's By-Laws.

**ARTICLE XI
SELECTION/ELECTION OF PROGRAM MANAGERS**

Replacements for Program Managers may be recommended to the Board of Directors by any Director, current Program Manager, volunteer or other interested party and must be approved at either a regularly scheduled board meeting or a special meeting called for that purpose wherein a quorum of two-thirds of the board members and Program Managers are present. . Additional rules and regulations governing the Board of Directors are outlined in the Corporation's By-Laws.

**ARTICLE XII
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Corporation.

**ARTICLE XIII
DISSOLUTION OF ASSETS**

Upon the 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 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 said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIV
AMENDMENTS**

There shall be no Amendments to these Articles of Incorporation or to the By-Laws that would (1) prevent this Corporation from obtaining Tax-Exemption as an organization or (2) cause this Corporation to lose tax-exemption as an organization.

Amendments to these Articles of Incorporation may be proposed by any board member or program manager and must be adopted by a majority of the Board of Directors and Program Managers at either a regularly scheduled board meeting or a special meeting called for that purpose wherein a quorum of two-thirds of the board members and Program Managers are present. Procedures for amendments to the Articles on Incorporation are outlined in the Corporation's By-Laws.

**ARTICLE XV
EFFECTIVE DATE AND METHOD OF ADOPTION**

1. The effective date of the adoption of these Amended and Restated Articles of Incorporation was the 20th day of December, 2008.
2. These Amended and Restated Articles of Incorporation were adopted by the unanimous vote of the Board of Directors and Program Managers of the Corporation at a meeting where a quorum was present on the 20th day of December 2008.

Dated this 20th day of December 2008

Kimberly N. Hemmingway
Co-Founder and Co-Chairperson of the
Board of Directors
B.A.Y. PROJECT, INC.

Tirhonda Hills
Co-Founder and Co-Chairperson of the
Board of Directors
B.A.Y. PROJECT, INC.

Articles of Amendment
to
Articles of Incorporation
of

B.A.Y. Project, Incorporated

(Name of Corporation as currently filed with the Florida Dept. of State)

N06000010624

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

1116 East Eskimo Street

Tampa, Florida 33604

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

1116 East Eskimo Street

Tampa, Florida 33604

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Ellen Kinsey

New Registered Office Address:

1116 East Eskimo Street

(Florida street address)

Tampa

(City)

Florida 33604

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Ellen Kinsey / D

Signature of New Registered Agent, if changing

The date of each amendment(s) adoption: December 20, 2008

Effective date if applicable: December 20, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 20, 2008

Signature See Registered Agent signature
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ellen Kinsey
(Typed or printed name of person signing)

Director
(Title of person signing)

Additional Sheet of Officers and/or Directors being **ADDED**:

Title: Director of Recruitment and Retention

Tina Shaw
1243 Gantilly Lane
Wesley Chapel, Florida 33544

Title: Director of Fundraising

Audrey Glymph
1104 East Yukon Street
Tampa, Florida 33604

Title: Director of Community Resources

Keith King
11311 22nd Street, Apt. A215
Tampa, Florida 33612

Title: Director of Curriculum/Program Development

Crystalynn Bullard
P.O. Box 47241
Tampa, Florida 33646

Title: Director of Finances

Brandee Kinsey
5433 Ginger Cove Drive, Apt. B
Tampa, Florida 33634

Title: Director of Educational Activities

Gail Olds
2706 West Saint Conrad Street
Tampa, Florida 33607

Title: Director of Projects

Sarah Paul Del Valle
3645 Sugarcreek Drive
Tampa, Florida 33619

Title: Director of Grants

Seymour Messam
12829 Kings Lake Dr
Gibson, Florida 33534

Title: Director of Public Relations

David James
1817 Dorn Court
Sanford, Florida 32771

Title: Secretary to the Board

Jacquelyn Dennis
2407 East Ida Street
Tampa, Florida 33610