

To: The Florida Dept. of State
Subject: 000672102986

From: Ashley Smith

Tuesday, April 21, 2009 11:15 AM Page: 1 of 1

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>

NO 7000004549

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000095731 3)))



H090000957313ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450030714
Phone : (950) 222-1173
Fax Number : (850) 224-1640

000672.102986

FILED
2009 APR 21 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE WEST TAMPA CENTER FOR THE ARTS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

ASR
4/21/09

RECEIVED
2009 APR 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H09000095731 3

FILED
2009 APR 21 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE WEST TAMPA CENTER FOR THE ARTS, INC.

(A Corporation Not-For-Profit)

Pursuant to the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617) (the "Act"), The West Tampa Center for the Arts, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named The West Tampa Center for the Arts, Inc. and was originally incorporated in the State of Florida on May 4, 2007 under the name The West Tampa Center for the Arts, Inc., and these Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation, which vote was sufficient for authorization as there are no members in the Corporation, at a meeting held on the 1st day of January, 2009.

**ARTICLE I
Name and Address**

The name of the Corporation is **THE WEST TAMPA CENTER FOR THE ARTS, INC.** The principal office (and mailing address) is located at **1906 N. Armenia Ave., Tampa, Florida 33607.** The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II
Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

H09000095731 3

ARTICLE III
Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV
Membership

The Corporation shall have no members and shall be governed by its Board of Directors as set forth in the Bylaws.

ARTICLE V
Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VI
Officers

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and Executive Director, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting.

ARTICLE VII
Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

ARTICLE VIII
Registered Office and Agent

The street address of the registered office of this Corporation is 1906 N. Armenia Ave., Tampa, Florida 33607 and the name of the initial registered agent at such address is Maida Millan.

H09000095731 3

ARTICLE IX
Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XI
Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

H09000095731 3

(iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XII Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so 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 operated exclusively for such purposes.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of January 1, 2009.

By: Edward G. Ellis
Name: EDWARD G. ELLIS
Title: PRESIDENT

To: The Florida Dept. of State
Subject: 000672.102986

From: Ashley Smith

Tuesday, April 21, 2009 11:15 AM Page: 6 of 6

H09000095731 3

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 4/13, 2009

By: *Ashley Smith*