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AMEND + RESTATE
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2008

SIGRID TIDMORE
3809 W. CORONA STREET
TAMPA, FL 33629-8616

SUBJECT: HEALTHY TOGETHER INCORPORATED
Ref. Number: N08000000263

We have received your document for HEALTHY TOGETHER INCORPORATED, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

The fee to file Restated Articles of Incorporation or Amended and Restated Articles of Incorporation is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document and \$1 for each additional page, not to exceed \$52.50.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 508A00005482

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
HEALTHY TOGETHER, INCORPORATED
a Florida not for profit corporation

FILED
08 FEB 13 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 18, 2008

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation.

ARTICLE I. NAME

The name of the corporation is Healthy Together, Incorporated

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

A. The purpose of the corporation shall be to promote healthy living and remove the barriers to wellness. Through the power of community coalitions, individuals will be empowered to have more control over their personal health and well-being.

B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on any

other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

ARTICLE IV. MEMBERS

The sole class of members of this corporation shall be its directors. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be as regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V. SUBSCRIBERS

The name and residence address of the incorporator is:

Sigrid Tidmore
3809 W. Corona Street
Tampa, FL 33629-8616

ARTICLE VI. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors shall be eight, or such greater or lesser number as may be determined from time to time by the bylaws of the corporation.

The directors shall be elected at the annual meeting of the corporation and shall serve for a term of two (2) years and until the qualification of their successors in office. The terms of the directors shall be phased so that as nearly

as possible one-half of the trustees shall have terms expiring and elected each year. The names and addresses of such first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Sidney Morgan	Blue Cross Blue Shield of Florida 4350 W. Cypress Street, Suite 400 Tampa, FL 33607
Jeff Knott	Tintagel Holdings, LLC 990 Golf and Sea Boulevard Apollo Beach, FL 33572
Sigrid Tidmore	3809 W. Corona Street Tampa, FL 33629-8616
Dianne Blyler	11 Lincoln Avenue S. St. Petersburg, FL 33711
Steve Freedman	18907 Avenue Biarritz Lutz, FL 33558
Jay Wolfson	USF College of Public Health 13201 Bruce B. Downs Boulevard, MDC 56 Tampa, FL 33612

ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: Chairman, Vice Chairman, President, Vice President, Secretary, Treasurer, and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the Board of Directors at the annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the officers who are to serve until the first election under the By-Laws are:

<u>Office</u>	<u>Name</u>
Co-Chairman:	Sidney Morgan
Co-Chairman:	Jeff Knott
President:	Sigrid Tidmore
Vice President:	Dianne Blyler
Secretary:	Jay Wolfson
Treasurer:	Steve Freedman

ARTICLE VIII. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members entitled to vote thereon, unless all of the members sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members of the Board of Directors at any annual meeting or special meeting by a two-thirds vote of the members present.

ARTICLE X. PRINCIPAL OFFICE AND REGISTERED AGENT

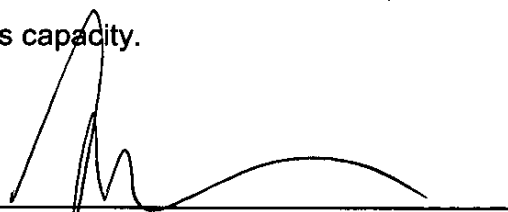
The street address and mailing address of the initial principal office of the corporation is 3809 W. Corona Street, Tampa, FL 33629-8616. The name and the street address of the initial registered office of the corporation is Jay Wolfson, USF College of Public Health, 13201 Bruce B. Downs Boulevard, MDC56, Tampa, FL 33612.

ARTICLES XI. DISPOSITION UPON DISSOLUTION

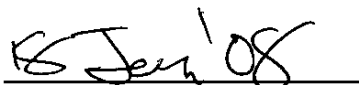
On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Directors has paid or made

provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

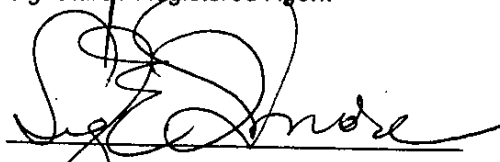
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



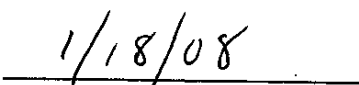
Signature / Registered Agent



Date



Signature / Incorporator



Date



February 5, 2008

The enclosed Restated Articles of Incorporation for Healthy Together Incorporated were adopted by our Board of Directors on January 16, 2008. The Restated Articles of Incorporation do not contain any amendments requiring member approval.

If you have any other questions or concerns, please contact me at (813) 957-1720.

Sincerely,

A handwritten signature in black ink, appearing to read "Sigrid Tidmore", with a long horizontal line extending to the right.

Sigrid Tidmore
President

"Making the Healthy Choice, the Easy Choice...for Everyone."

5600 Mariner Street, Suite 200, Tampa FL 33606

Tel: 813-471-4380, Ext. 3 Contact: PAdams@Global-Understanding.org

www.Healthy-Together.org