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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

ON OUR OWN OF TAMPA BAY, INC.

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Amended &amp; Restated

TB 8/28/08

Audit #: H08000082225 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ON OUR OWN OF TAMPA BAY, INC.**

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On Our Own of Tampa Bay, Inc., a Florida not for profit corporation (the "Corporation"),  
desiring to amend and restate its Articles of Incorporation, hereby certifies as follows:

**ARTICLE I**

**Name and Address**

- (a) The name of the corporation shall be ON OUR OWN OF TAMPA BAY, INC.
- (b) The street address of the initial principal office of the corporation shall be 2109 W. North B Street, Tampa, Florida 33606.
- (c) The mailing address of the corporation shall be c/o Kate Sawa 2109 W. North B Street, Tampa, Florida 33606.

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purposes; Restrictions**

- (a) Subject to the restrictions set forth in paragraph (b), the purposes for which the corporation is organized is (i) to increase independence, community involvement and quality of life for young adults with developmental disabilities through social interaction led by group

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mentoring and (ii) to help young adults with developmental disabilities reach their individual potential and show the world their true value.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the corporation shall inure to the benefit of any member, director or 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).

(2) No member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

(3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall 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 the corresponding provisions of any subsequent Federal tax laws.

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(6) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

#### ARTICLE IV

##### Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

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## ARTICLE V

### Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

- (1) Kate Sawa  
2109 W. North B Street  
Tampa, Florida 33606
- (2) Michael Sawa  
2109 W. North B Street  
Tampa, Florida 33606
- (3) Scott Englert  
2422 Bent Tree Drive #2713  
Palm Harbor, Florida 34683

(c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

## ARTICLE VI

### Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

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## ARTICLE VII

### Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

## ARTICLE VIII

### Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

## ARTICLE IX

### Registered Office and Registered Agent

(a) The street address of the corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

(b) The name of the corporation's initial registered agent at that address is Fowler White Boggs Banker P.A. c/o Micah G. Fogarty.

## ARTICLE X


### Incorporator

The name and address of the incorporator of the corporation is as follows: Micah G. Fogarty at 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

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IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of  
Incorporation on Aug 27 2008.

  
\_\_\_\_\_  
Kate Sawa  
Title: President

**CERTIFICATE ACCOMPANYING  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ON OUR OWN OF TAMPA BAY, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is On Our Own of Tampa Bay, Inc. (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that do not require member approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted by the board of directors of the Corporation on Aug. 24, 2008.

FOURTH: The Amended and Restated Articles of Incorporation that this certificate accompanies shall be the articles of incorporation of the Corporation.

Dated: Aug. 27, 2008.

ON OUR OWN OF TAMPA BAY, INC.

By: Kate Sawa  
Kate Sawa, President