

N08000003309

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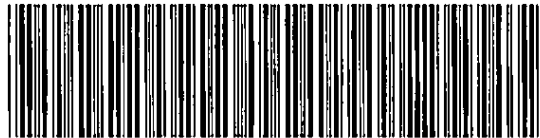
(Business Entity Name)

(Document Number)

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S. YOUNG

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BRIGHT COMMUNITY TRUST, INC.

DOCUMENT NUMBER: N08000003309

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

Please return all correspondence concerning this matter to the following:

RENEE WELCH

(Name of Contact Person)

BRIGHT COMMUNITY TRUST, INC

(Firm/ Company)

2605 ENTERPRISE ROAD EAST, SUITE 230

(Address)

CLEARWATER, FL 33759

(City/ State and Zip Code)

renee@thebrightway.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RENEE WELCH

727

474-8441

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRIGHT COMMUNITY TRUST, INC

A Nonprofit Corporation

The undersigned, desiring to form a corporation not for profit under Chapter 689, Florida Statutes hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is BRIGHT COMMUNITY TRUST, INC. The mailing address and principal office of the corporation is 2605 Enterprise Road East, Suite 230, Clearwater, Florida 33759

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2) and for the benefit of the LOCAL FLORIDA GOVERNMENTS, or any other qualified organizations, as hereinafter defined, selected by the Directors of the Corporation, in furtherance of the purposes of the previously-named organizations. An organization is a "qualified organization" for purposes of these Articles only if it is described in Code Sections 501(c)(3), 509(a)(1) and 509(a)(2).
2. 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 be empowered to make the election authorized under Code Section 501 (h). 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

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3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501 (c)(3).
4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

ARTICLE IV **LIMITATIONS**

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Sections 509(a)(1), 509(a)(2) or 509(a)(3).

ARTICLE V **DISTRIBUTION OF ASSETS ON DISSOLUTION**

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "charitable organizations," as described herein, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes. A "qualified organization" is an organization described in Code Sections 501(c)(3), 509(a)(1) and 509(a)(2).

ARTICLE VI **MEMBERS; DIRECTORS**

1. The Corporation shall not have any members or shareholders.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLES VII
OFFICERS

1. Officers. The officers of this Corporation shall consist of a Chairman of a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.
2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.
3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

ARTICLES VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) in number of the Directors present at a quorum at any meeting of the Board of Directors or by the written consent thereto by two-thirds (2/3) in number of the presently serving Directors without the necessity of a meeting. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLES IX
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) in number of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) in number of the Directors at a quorum at any meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) in number of the presently serving Directors without the necessity of a meeting. Amendments or repeal to the Bylaws may be proposed by and Director.

ARTICLE X
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XI
INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, actions, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified; (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by the Article and applicable state law.

ARTICLE XII
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2605 Enterprise Road East, Clearwater, Florida 33759 and the name of this registered agent of this Corporation is ANTHONY JONES.

ARTICLE XIII
INCORPORATORS

The names and addresses of the persons signing the original Articles were:

<u>Name</u>	<u>Address</u>
Rodney Fischer	600 Cleveland Street, Suite 800 Clearwater, Florida 33755
Anthony Jones	600 Cleveland Street, Suite 800 Clearwater, Florida 33755
Richard Perkins	600 Cleveland Street, Suite 800 Clearwater, Florida 33755

The names and addresses of the Directors/Officers signing these Restated Articles are:

<u>Name</u>	<u>Address</u>
Roxanne Amoroso	2605 Enterprise Road East, Suite 230 Clearwater, Florida 33759
Thomas E Shelly	2605 Enterprise Road East, Suite 230 Clearwater, Florida 33759
Dr. Robert Arnold	2605 Enterprise Road East, Suite 230 Clearwater, Florida 33759

IN WITNESS WHEREOF, the undersigned have subscribed their names this 28

day of JUNE, 2018, Clearwater, Florida.

WITNESSES:

Roxanne Amoroso

Thomas E Shelly

Dr. Robert Arnold

Roxanne Amoroso

Name

Thomas E Shelly

Name

Robert Arnold

Name

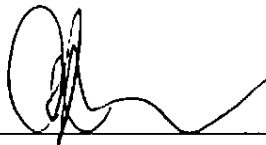
CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. 48.091, BRIGHT COMMUNITY TRUST, INC., desiring to organize under the laws of the State of Florida, hereby designates ANTHONY JONES, located at 2605 Enterprise Road East, Suite 230, Clearwater, Florida 33759, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. 48.09 (2) relative to maintaining an office for the service of process.

Date: JUNE 28, 2018

A handwritten signature in black ink, appearing to read 'Anthony Jones', is written over a horizontal line.

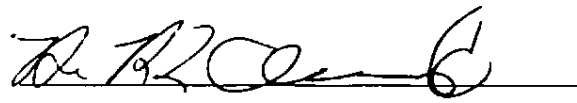
ANTHONY JONES

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRIGHT COMMUNITY TRUST, INC

Whereas, the Board of Directors of Bright Community Trust, Inc. desire to accept the content of the Amended and Restated Articles of Incorporation.

Whereas, it has been determined that no members or shareholders is entitled to vote on the Amended and Restated Articles of Incorporation.

It is hereby resolved that the Amended and Restated Articles of Incorporation are approved and adopted on this 8th Day of May 2018, by the Board of Directors of the Corporation as authorized by the Bylaws.

A handwritten signature in black ink, appearing to be "R. M. Welch", is written over a horizontal line.

Secretary

JUNE 28, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

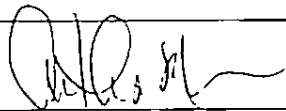
Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 JUNE 28, 2018

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)

ANTHONY JONES

(Typed or printed name of person signing)

PRESIDENT/CEO

(Title of person signing)