

# N08000010251

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## FLORIDA PROFIT/NON PROFIT CORPORATION

tampa bay executive forum, inc.

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**ARTICLES OF INCORPORATION  
OF TAMPA BAY EXECUTIVE FORUM, INC.  
a Florida Not-for-Profit corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporator, being of full ages, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes do hereby accept all rights, privileges, benefits and obligations conferred and imposed by said law, and do hereby make, subscribe, acknowledge and files these Articles of Incorporation.

**ARTICLE I-NAME**

The name of this corporation is: **TAMPA BAY EXECUTIVE FORUM, INC.**

**ARTICLE II- PRINCIPAL OFFICE, REGISTERED OFFICE and AGENT**

The street address of the principal office of the corporation is c/o PBR Group, 4200 Carrollwood Village Drive, Tampa, Florida 33618 and the name of the registered agent of this corporation and address of the registered agent is: Julius A. Ray II at 6215 Kingbird Manor Drive, Tampa, FL 33647. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

**ARTICLE II - EFFECTIVE DATE OF INCORPORATION**

The Effective Date of Incorporation of this corporation shall be: **November 1, 2008.**

**ARTICLE III-DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law.

**ARTICLE IV-PURPOSE**

The purposes for which the corporation is organized are:

- a. This corporation will be organized as a 501(c)(6) Charitable Organization and shall operate as an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit; under Section 501(c)(6), 2055a and 170c(2) of the Internal Revenue Code of 1986, as amended (the "Code") (for any corresponding provisions of the succeeding law) or as a Non-Profit Corporation in good standing under the Florida law, and this corporation may engage in only such activities permitted under the

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laws of the State of Florida and the United States of American as shall constitute activities in furtherance of such exempt common business interests or purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organization and institutions carrying on such activities.

b. As means and incidental to accomplishing purposes for which this Corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatsoever nature or description and wherever situated; and,
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and,
- (3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debenture, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and,
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and,
- (5) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

- c. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c) (6), 2055a and 170c (2) (or any corresponding provisions of succeeding law) and the Treasury Regulations there under as the same now exist, or as they may be *hereafter amended from time to time*.
- d. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organization described in Code Sections 501(c) (6), 2055a and 170c (2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- e. This corporation may engage in any amount of legislative activity germane to the common business interests of organization members, or otherwise attempting to influence legislation, or of participating in, or interview in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office where such activities shall not be inconsistent with the purpose of a tax exempt organization described in Code Sections 501 (c) (6), 2055a and 170c(2) (or any corresponding provisions of succeeding law).
- f. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law and by the bylaws of the Corporation, exclusive to an organization or organizations which themselves are exempt as organizations described in Code Sections 501 (c) (3), 501(c)(6) and 170c(2) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

#### **ARTICLE V-BOARD OF DIRECTORS**

This corporation shall have six (6) Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-Laws of this corporation. The names and addresses of the initial Directors of this corporation are:

**NAME****ADDRESS**

Bill Phelps	4207 Carrollwood Village Drive, Tampa, Florida 33618
Lee Perla	308 Pine Bluff Drive, Lutz, Florida 33549
Elizabeth Fenton	840 Beach Drive NE, St. Petersburg, Florida 33701
John Bruels	5910 Skimmer Point Blvd, Gulfport, Florida 33707
John Hamerlinck	6465 99 <sup>th</sup> Way N 17E, ST. PETERSBURG, Florida 34685
Richard Spivey	11921 Royce Waterford Circle, Tampa, Florida 33628

**ARTICLE VI-NON-STOCK BASIS**

This corporation is organized under a non-stock basis.

**ARTICLE VII-DISPOSITION OF ASSETS ON DISSOLUTION**

In the event of dissolution, the residual assets of this corporation shall be turned over to the charitable organizations as set forth herein or in the alternative, the interest therefrom to the charitable organizations if the principal should be invested in an endowment or any other such investment vehicle.

**ARTICLE VIII-EXEMPT STATUS: PROHIBITED TRANSACTIONS**

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

a. This corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501(c) (6).

b. This corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

- (1) Engage in any act of "self-dealing" as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941;

- (2) Retain any "excess business holding" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943;
- (3) Make any Investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
- (4) Many any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

#### **ARTICLE IX-BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for the Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by following the procedure set forth therefore in the Bylaws.

#### **ARTICLE X- INCORPORATOR**

The name and street address of the incorporator of this corporation is as follows:

**Julius A. Ray II**  
6215 Kingbird Manor Drive  
Tampa, Florida 33547

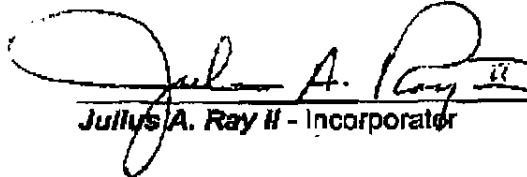
#### **ARTICLE XI-AMENDMENT OF ARTICLES**

Amendment of these Articles of Incorporation may be adopted by the Board and presented to the Board of Directors for their vote. Amendments may be adopted by the affirmative vote of majority of the members of the Board of Directors of the Corporation and as further set out in the Bylaws of the Corporation.

**ARTICLE XII-INDEMNIFICATION**

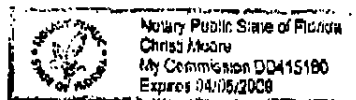
The corporation shall indemnify any officer, Trustee or employee of the Corporation, or any former officer or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of November, 2008.

  
Julius A. Ray II - Incorporator

STATE OF FLORIDA           )  
  )  
COUNTY OF HILLSBOROUGH )

The foregoing Articles of Incorporation were acknowledge before me on this 6 day of November, 2008 by Julius A. Ray II, who is personally known to me.



  
Notary Public  
My commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
SERVICE OF PROCESS MAY BE MADE**

Pursuant to the provisions of section 817.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

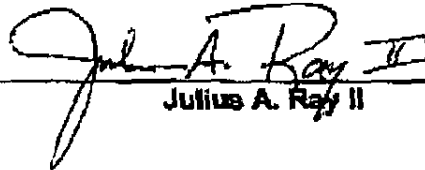
**TAMPA BAY EXECUTIVE FORUM, INC.**

2. The name and address of the registered agent and office is:

**JULIUS A. RAY II**  
6215 Kingbird Manor Drive  
Tampa, Florida 33547

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to the accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I agree to comply with the performance of said duties, and I am familiar with and accept the obligation of such position as registered agent.

  
Julius A. Ray II

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TALLAHASSEE, FLORIDA

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