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TETSP YOUTH GOLF COUNCIL ST PETERSBURG FLORIDA, INC.

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H09000236776 3

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TFTSP YOUTH GOLF COUNCIL ST PETERSBURG FLORIDA, INC.
(A Not-for-Profit Corporation)

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2009 NOV -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I certify that the following Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors on October 20th, 2009 in accordance with Section 617.0821, Florida Statutes. I further certify that the directors of the corporation approved these Amended and Restated Articles of Incorporation on August 31, 2009.

In accordance with Section 617.1007, Florida Statutes, the articles of incorporation of TFTSP YOUTH GOLF COUNCIL ST PETERSBURG, INC., are hereby amended and restated to read in their entirety as follows:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation **TFTSP YOUTH GOLF COUNCIL ST PETERSBURG FLORIDA, INC.** and its principal office or mailing address is 875 62nd Avenue NE. St. Petersburg, Florida 33702.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for the purposes of maintaining an association of persons interested in youth in St. Petersburg, Florida; to focus attention to the youth of our community and to promote youth development through junior golf programs that install life enhancing values such as honesty, integrity, sportsmanship, respect, confidence, responsibility, perseverance, courtesy and judgement for the purpose of improving the quality of life, creating a platform where youth can increase their potential for success in St. Petersburg and the surrounding area; and to stimulate gifts, donations, grants, endowments and bequests to junior golf in St. Petersburg.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 **Activities.** No substantial part of the activities shall be the participation in political campaigns 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 other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

H09000236776 3

H09000236776 3

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court 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.

ARTICLE 6: MEMBERS

There shall be no members of this corporation.

ARTICLE 7: OFFICERS

7.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

7.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

7.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Mike Puffer	President Treasurer / Secretary	5700 Pacific Street North, St. Petersburg, FL 33703
David Neely	Vice President	4241 4 th Street North, St. Petersburg, FL 33703

7.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 8: BOARD OF DIRECTORS

8.01 Defined. The Corporation shall be governed by a Board of Directors of the Corporation and shall be elected by the directors in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased by majority vote of all of the members of the Board of Directors but in no case shall the number of Directors be less than three.

H09000236776 3

8.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

8.03 Number. The number of Directors constituting the initial Board of Directors are seven (7) persons, the number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the persons who are to serve as initial Directors until the first Board or annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike Puffer	5700 Pacific Street North, St. Petersburg, FL 33703
Dan Stone	6735 Crosswinds Drive North, St. Petersburg, FL 33710
Scott Stiles	6636 Bayou Grande Blvd NE, St. Petersburg, FL 33702
Andrew Boggini	475 Central Ave. Ste 305, St. Petersburg, FL 33701
Bill Darling	1434 23 rd Avenue South, St. Petersburg, FL 33701
Richard Dailey	323 2 nd Street North, St. Petersburg, FL 33701
David Neely	4241 4 th Street North, St. Petersburg, FL 33703

ARTICLE 9: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS:
APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

11.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the directors voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each director not less than ten days prior to such meeting.

H09000236776 3

ARTICLE 12: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701, and the registered agent thereat shall be Robert Kapusta, Jr.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of October, 2009.



Raymond T. Faulkner

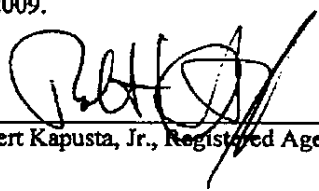
INCORPORATOR

H09000236776 3

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 20th day of October 2009.


Robert Kapusta, Jr., Registered Agent