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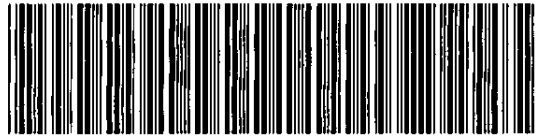
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*Susan Smith* **GAVE**  
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609 West Azeele Street • Old Hyde Park • Tampa • Florida • 33606-2205 • USA

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Stratton Smith, JD, LLM

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Virginia Lee Dickman, PLS<sup>†</sup>, FRP<sup>‡</sup>  
Susan A. Smith, FRP<sup>‡</sup>

August 31, 2009

Justin Shivers  
Regulatory Specialist II  
New Filing Section  
Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: New filing BTC of Tampa, Inc., a Florida not-for-profit corporation

Dear Justin,

Pursuant to our conversation today, I am enclosing the **original** Articles of Incorporation of BTC of Tampa, Inc., and a check in the amount of \$78.75 to cover the cost of incorporation and a stamped copy of the filing. As I understand it, you have or will be refunding the fee previously sent.

If you have any questions or concerns, please give me a call at 800-966-1624.

Thank you,

*Stratton Smith*

**ARTICLES OF INCORPORATION**

**OF**

**BTC OF TAMPA, INC.**

**FILED**

**09 SEP -1 PM 12:40**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned incorporators, having legal competency to contract, hereby forms a non-profit corporation under Florida Statutes Chapter 617, the Corporation Not For Profit Act of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation is BTC of Tampa, Inc.,  
609 W Azeele St.  
Tampa, FL 33606

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV - NON-STOCK CORPORATION**

The Corporation shall have no stock and no dividends shall be declared or paid.

**ARTICLE V - APPOINTMENT and ELECTION OF DIRECTORS**

Directors shall be elected in accordance with the By-Laws of the Corporation. The initial Directors below are appointed to serve for the duration of their appointment as stated. The Directors shall be a "classified" board, with each initial Director having a duration of appointment as expressed below. In any expansion of the Board, new Directors added shall consist of approximately one-third of the initial Board of Directors serving for one (1) year from appointment, one-third serving for two (2) years, and one-third serving for three (3) years. A director who is appointed or elected shall be considered a Director in the Class of 2010 if serving for one (1) year, Class of 2011 if serving for two (2) years, and 2011 if serving for three (3) years. Subsequent election of Directors from within each expiring Class shall be each for three years of service.

#### **ARTICLE VI - DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall not be less than three (3), and shall initially be five (5) in number. The names and addresses of the persons who are to serve as initial directors are as follows:

<b>Name</b>	<b>Address</b>	<b>Duration - Class</b>
Michael Valdez	4427 W. Kennedy Blvd., Suite 200B Tampa, FL 33609-2059	3 years - 2012
Dan Maloney	4211 W. Platt St. Tampa, FL 33609	3 years - 2012
William Anton	15961 N. Florida Ave., Suite A Lutz, FL 33549	2 years - 2011
Brooke Evans	16143 Gardendale Drive Tampa, FL 33624	2 years - 2011
Susan Repetto	5015 Dickens Ave. Tampa, FL 33629	1 year - 2010

#### **ARTICLE VII - INCORPORATORS**

The name and street address of the incorporators are:

<b>Name</b>	<b>Address</b>
Michael Valdez	4427 W. Kennedy Blvd., Suite 200B Tampa, FL 33609-2059
Dan Maloney	4211 W. Platt St. Tampa, FL 33609
William Anton	15961 N. Florida Ave., Suite A Lutz, FL 33549
Brooke Evans	16143 Gardendale Drive Tampa, FL 33624
Susan Repetto	5015 Dickens Ave. Tampa, FL 33629

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE & AGENT**

The initial registered agent and office shall be the Stratton Law Group, 611 W. Azeele St., Tampa, FL 33606.

## **ARTICLE IX - AMENDMENTS**

These Articles may be amended by a sixty percent affirmative vote of the Members.

## **ARTICLE X - MEMBERSHIP**

This corporation shall be a membership organization. Membership in this Corporation shall be predicated upon the applicant's genuine desire to further the stated purposes of this Corporation as expressed in its By-Laws. Members shall be admitted to membership based upon the requirements set forth by the Board of Directors, in accordance with the qualifications established within the By-Laws.

## **ARTICLE XI - OFFICERS**

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. Two (2) or more of the above officers may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of office shall be the same as the terms for Directors as established in the corporate By-Laws.

## **ARTICLE XII - EXECUTIVE COMMITTEE**

The Board of Directors shall select an Executive Committee, a majority of which shall be Board of Directors. The number to serve on the Executive Committee shall be that number determined by the Board of Directors from time to time. The Board of Directors may assign duties and authority to the Executive Committee as it sees fit from time to time. A majority vote by the Executive Committee shall be determinative of any issue or matter.

## **ARTICLE XIII - BY-LAWS**

The By-Laws of the Corporation shall be made, altered or rescinded by the majority vote of the Board of Directors.

## **ARTICLE XIV - LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by

a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XV - DISTRIBUTION 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 the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XVI - VOTING**

Members are entitled to vote only in the following circumstances:

1. To elect substituted directors when a vacancy on the Board of Directors has existed for more than thirty (30) days, such substitute directors to serve for the unexpired term of the previous directors;
2. To resolve a deadlock or tie vote of the Board of Directors;
3. Under such terms and conditions as are established in the By-Laws of the Corporation;
4. Or upon certification of any issue or question by the Board of Directors to the members.

Voting shall be by one (1) vote per member as to each matter submitted to such vote, except that in the election of substitute directors, one (1) vote per vacancy per member, non-cumulative shall be allowed.

**{execution page follows}**

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent has executed these Articles of Incorporation this 5<sup>th</sup> day of Aug., 2009.

  
Michael Valdez, Incorporator and Director

  
Dan Maloney, Incorporator and Director

  
William Anton, Incorporator and Director

  
Brooke Evans, Incorporator and Director

  
Susan Repetto, Incorporator and Director

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

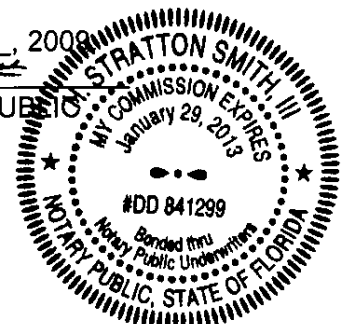
I, hereby certify that Michael Valdez, Dan Maloney, William Anton, Brooke Evans and Susan Repetto each personally appeared before me this day and acknowledged due execution of the foregoing instrument.

WITNESS my hand and official seal this 5<sup>th</sup> day of August, 2009.  
My Commission Expires: Stratton Smith

NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

FOR BTC of TAMPA, INC.



Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, the be Stratton Law Firm hereby accepts the appointment as Registered Agent and agrees to act in such capacity. Stratton Law Firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Date: 17 August 2009

By: Stratton Smith  
authorized representative of Stratton Law Firm  
as Registered Agent

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SECRETARY OF STATE  
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