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LAHASSEE, FLERERA

## Wallace B. Anderson, Jr. Attorney at Law

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15 September 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314-6327

In Re: Amended Articles of Incorporation for BRIGHTER TOMORROWS, INC.

Ladies and Gentlemen:

Enclosed is my law firm check, number 5939, for \$35.00 in payment of following:

Amended Articles of Incorporation for BRIGHTER TOMORROWS, INC.

\$ 35.00

Yours

Wallace B. Anderson, Jr.

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

## MISEP 20 PH 2:30 BRIGHTER TOMORROWS, INC. A FLORIDA NOT FOR PROFIT CORPORATION

In accordance with Sections 617.0202 and 617.1001, Florida Statutes, BRIGHTER TOMORROWS, INC., a Florida not-for-profit corporation ("Corporation"), through its undersigned officer, files its Amended and Restated Articles of Incorporation ("Amended Articles") adding new Article Ten titled "Dissolution of Corporation." All other Articles previously filed remain unchanged. The original Articles were filed with the Florida Secretary of State, Divisions of Corporations, on 24 September 2009, Document Number N09000009409.

#### ARTICLE ONE NAME OF CORPORATION

The name of the Corporation is BRIGHTER TOMORROWS, INC.

#### ARTICLE TWO PRINCIPAL ADDRESS OF CORPORATION

The street address of the principal office of the Corporation is address is 3111 W Martin Luther King, Jr. Blvd., Suite 100, Tampa, FL 33607.

#### ARTICLE THREE INITIAL REGISTERED AGENT

The name and address of the initial registered agent for the Corporation is Wallace B. Anderson, Jr., Attorney at Law, 2202 North West Shore Blvd., Suite 200, Tampa, Florida 33607-5749.

### ARTICLE FOUR NO AUTHORIZED OR ISSUED SHARES

- A. The Corporation is not organized for profit.
- B. No capital stock shall be issued.

### ARTICLE FIVE MEMBERS OF CORPORATION

- A. The Corporation shall be a membership organization.
- B. The Corporation shall have one or more classes of members ("Members"), as set forth in the bylaws ("Bylaws") of the Corporation, as amended.
- C. The qualifications and rights of the Members of each class; quorum and voting requirements for meetings and activities of the Members; and notice requirements sufficient to provide notice of meetings and activities of the Members shall be set forth in the Bylaws.

## ARTICLE SIX BOARD OF DIRECTORS

- A. The board of directors ("Board of Directors") shall, at all times, consist of no less than three (3) directors ("Directors") with the number specified in with Bylaws.
- B. The number of Directors may be increased or decreased by amendment to the Bylaws.
- C. The Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

### ARTICLE SEVEN CORPORATE PURPOSES

- A. The Corporation is organized exclusively for educational and charitable purposes to serve the residents of Hillsborough County, Florida:
- 1. As a Florida not-for-profit corporation formed in accordance with Chapter 617, Florida Statutes, exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended ("Code"), as an organization described in Section 501(c) (3) of the Code that provides the educational and charitable services described in these Articles.
- 2. To increase awareness of domestic violence in Hillsborough County, Florida.
- 3. Sponsor educational programs designed to reduce domestic violence in Hillsborough County, Florida.
- 4. Strive to reduce and eliminate the conditions that allow domestic violence to continue.
- B. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the providing volunteer support and making of distributions to other not-for-profit corporations exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c) (3) of the Code that directly address the needs of victims of domestic violence and similar purposes addressing domestic violence in Hillsborough County, Florida.
- 1. To receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law.

- 2. To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income received for any of the above mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received.
- 3. No gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of Section 501(c) (3) of the Code, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code.
- 4. To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.
- 5. In general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida law for educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 these Articles.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with Section 501(h) of the Code and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
- 1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or
- 2. By a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

#### ARTICLE EIGHT LIMITATION ON CORPORATE POWERS

The corporate powers are those set for in Section 617.0302, Florida Statutes, as amended, unless otherwise limited, as approved in the Bylaws of the Corporation

### ARTICLE NINE INDEMNIFICATION

- A. Section 617.0834, *Florida Statutes*, shall apply to actions of the Directors and Officers of the Corporation regarding their respective immunity from civil liability.
- B. The Corporation shall indemnify its directors, officers, employees, Members, and agents to the fullest extent permitted by law.

## ARTICLE TEN DISSOLUTION OF CORPORATION

- A. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- B. Any such assets not 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 ELEVEN INCORPORATOR NAME AND ADDRESS

The name and street address of the person signing the original articles of incorporation was Wallace B. Anderson, Jr., Attorney at Law, 2202 North West Shore Blvd., Suite 200, Tampa, Florida 33607-5749.

### ARTICLE TWELVE REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

A. Having been appointed registered agent to accept service of process for BRIGHTER TOMORROWS, INC. at the Florida address

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designated in these Articles of Incorporation, I accept appointment as registered agent and agree to act in this capacity.

B. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617, Florida Statutes.

Dated 2 September 2010

WALLACE B. ANDERSON, JR.
Incorporator and
Initial Registered Agent

#### CERTIFICATE OF AMENDMENT

I, the undersigned assistant secretary of the Board of Directors of BRIGHTER TOMORROWS, INC., a Florida not-for-profit corporation ("Corporation"), certify that these Amended and Restated Articles of Incorporation were adopted, in accordance with the Bylaws of the Corporation, on 16 August 2010 at a duly convened meeting of the Board of Directors.

Dated 2 September 2010

ALLACE B. ANDERSON, JR. Assistant Secretary

of the Board of Directors