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ROTARY CLUB OF NEW TAMPA EVENING FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

DC 04/15/11

Art.

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Restated

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF NEW TAMPA EVENING FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

Pursuant to the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, this corporation, Rotary Club of New Tampa Evening Foundation, Inc., a Florida not-for-profit corporation, hereby adopts the following Amended and Restated Articles of Incorporation after formal written approval by the directors by virtue of a sufficient number of votes having been cast in favor of this Amendment and contain no amendments requiring member approval.

ARTICLE I: NAME

The name of this corporation is "Rotary Club of New Tampa Evening Foundation, Inc."

ARTICLE II: PRINCIPAL OFFICE ♦ MAILING ADDRESS

The address of the principal office of the corporation is 401 E. Jackson Street, Suite 1700, Tampa, FL 33602. The mailing address of the corporation is: 401 E. Jackson Street, Suite 1700, Tampa, FL 33602.

ARTICLE III: DURATION

This corporation shall have perpetual duration.

ARTICLE IV: PURPOSES

A. This corporation is organized exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of

ARTICLES OF INCORPORATION OF ROTARY CLUB OF NEW TAMPA EVENING FOUNDATION, INC.

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the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Insofar as the laws of the State of Florida permit, this corporation shall be subject to the jurisdiction of Rotary International.

ARTICLE V: POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation or by the constitution or bylaws of Rotary International, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI: MEMBERS

This corporation is organized upon a non-stock basis. The qualification for members, if any, and the manner of their admission shall be as regulated by the bylaws.

The members of this corporation, if any, shall be provided for in the bylaws, shall have: 1) no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation; 2) whatever voting and other rights are provided in the bylaws. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation but may become liable to the corporation for dues, assessments, or fees as provided by law and by the bylaws.

Membership in the Corporation may be terminated in the manner provided by law or by the bylaws. The corporation shall keep a membership book as provided by law.

ARTICLE VII: REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is c/o David Lanigan, P.A., 15310 Amberly Drive, Suite 250, Tampa, FL 33647. The name of its initial Registered Agent at such address is David C. Lanigan, J.D., LL.M.

ARTICLE VIII: DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be three (3), but such number may be changed as provided by the Bylaws. The directors shall be elected or appointed as provided in the bylaws.

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The names and residence addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Richard T. Jones	16320 Heathrow Drive Tampa, FL 33647
Carol J. Schindler	3534 Village Way Tampa, FL 33629
David Till	18101 Highwoods Preserve Pkwy Tampa, FL 33647

ARTICLE IX: TERM OF EXISTENCE

The corporate existence of the Corporation shall commence on the date filed as provided by Section 617.0123, Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE X: INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David C. Lanigan, J.D., LL.M	15310 Amberly Drive, Suite 250 Tampa, FL 33647

ARTICLE XI: DISSOLUTION

Upon the dissolution or winding up of this corporation, the Board of Directors shall, after payment, or provision for payment, of all debts and liabilities of the corporation, dispose of all assets of the corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent analogous federal tax laws.

ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the directors.

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ARTICLE XIII: PRIVATE FOUNDATION RULES

The corporation, during the period it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, Title 26 of the U.S. Code, may not: (a) engage in any act of "self-dealing", as defined in Section 4941(d), which would give rise to any liability for the tax imposed by Section 4941(a); (b) retain any "excess business holdings" as defined in Section 4943(c), which would give rise to any liability for the tax imposed by Section 4943(a); (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (d) make any "taxable expenditures" as defined in Section 4945(d), which would give rise to any liability for the tax imposed by Section 4945(a).

During the period the corporation is a "private foundation" as defined in Section 509 of the Code, it shall distribute for the purposes defined in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

ARTICLE XIV: DIVIDENDS PROHIBITED

This corporation may not pay dividends to its members (if any), directors, or officers (if any), although this corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity of its purposes.

IN WITNESS WHEREOF, the undersigned president has executed these Amended and Restated Articles of Incorporation this April 15, 2011.

**ROTARY CLUB OF NEW TAMPA EVENING
FOUNDATION, INC.,**
a Florida corporation



Richard T. Jones, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the corporation is *ROTARY CLUB OF NEW TAMPA EVENING FOUNDATION, INC.*
2. The name and address of the registered agent and registered office are *David C. Lanigan, c/o David Lanigan, P.A., 15310 Amberly Drive, Suite 250, Tampa, FL 33647.*

Having been named Registered Agent and designated to accept service of process for the above Corporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 14, 2011


David C. Lanigan