

Division of Corporations

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TAMPA BAY WAVE INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA BAY WAVE INC.
(A Corporation Not-For-Profit)
Document Number: N11000001168**

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Pursuant to the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (Florida Statutes Chapter 617) (the "Act"), Tampa Bay Wave Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named Tampa Bay Wave Inc. and was originally incorporated in the State of Florida on February 4, 2011 under the name Tampa Bay Wave Inc., and these Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation, which vote was sufficient for authorization as there are currently no members in the Corporation, pursuant to a written action in lieu of a special meeting effective the 5th day of August, 2011.

**Article I:
Name and Address**

The name of the Corporation is **TAMPA BAY WAVE INC.** The principal office (and mailing address) is located at **2915 W. Aquilla St., Tampa, Florida 33629.** The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**Article II:
Purpose**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds

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and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

Article III:

Duration

The Corporation shall have perpetual duration.

Article IV:

Tax Exemption Requirements

(a) The Corporation is organized and operated exclusively for the purposes set forth herein.

(b) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V:

Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this Corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The Corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI:

Members

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the Bylaws. The Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations.

Article VII:

Registered Office and Agent

The street address of the initial registered office of the Corporation is: 2915 W. Aquila Street, Tampa, Florida 33629. The name of the original registered agent at such address is Linda K. Olson.

Article VIII:

Board of Directors

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the Corporation shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

Article X:

Officers

The Board of Directors shall elect the President, Vice President, Treasurer, Secretary, and such other officers as the Bylaws of this Corporation may authorize the directors to elect from time to time. Officers shall be elected annually by the Board of Directors at its annual meeting.

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Article XI:

Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Article XII:

Property and Profits

The property of this Corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

Article XIII:

Distribution Upon Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such court shall determine, that are organized and operated exclusively for such purposes.

Article XIV:

Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

Article XV:

Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the Corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the Bylaws.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of August 5, 2011.

By: 

Steve G. Tingiris, Vice President

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: August 5, 2011

By: 
Linda K. Olson

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