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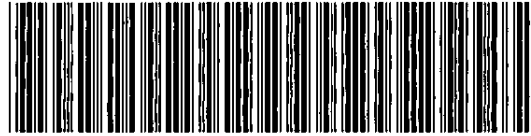
(Business Entity Name)

(Document Number)

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RECEIVED
11 APR 18 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11 APR 18 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

VH

COVER LETTER

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

SUBJECT: Tampa Bay Advocates for Regional Transportation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bryant Miller Olive P.A.
Name (Printed or typed)

101 North Monroe St. Suite 900
Address

Tallahassee, FL 32301
City, State & Zip

850-222-8611 (Pam Bailey)
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
TAMPA BAY ADVOCATES FOR REGIONAL TRANSPORTATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

APPROVED
AND
FILED
11 APR 18 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a nonprofit corporation pursuant to chapter 617, Florida Statutes, does hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

**ARTICLE I
NAME**

The name of the nonprofit corporation shall be TAMPA BAY ADVOCATES FOR REGIONAL TRANSPORTATION, INC. (the "Corporation")

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual. The Corporation's existence will commence on the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
EXEMPT STATUS**

The Corporation is organized as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall receive financial support in the form of dues, grants and contributions, directly or indirectly, from its members. It may also seek and receive support in the form of contributions and grants from federal, state, and local government agencies, other corporations and the public at large in order to improve and promote regional transportation interests in the State of Florida. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or shall inure to the benefit of, its directors or officers except to the extent permitted under Chapter 617, Florida Statutes, and I.R.C. Section 501, et seq.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or members; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services

rendered by any persons (including, but not limited to, its officers, directors, or members) and to make payments and distributions in furtherance of its purpose as set forth in this Article III and in Article IV hereof.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c)(6) of the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

NONPROFIT PURPOSES

The purposes for which the Corporation is to be formed are the improvement and promotion of a common business interest within the meaning of section 501(c)(6) of the Code, and in this connection, operate in such a manner as to advance the purposes described in Article III above and, in that regard, to do the following:

1. Advance the common economic interests of businesses and citizens benefitting directly from the development of enhanced regional transportation services and facilities, including, but not limited to, the establishment of a multi-modal transportation system in the State of Florida;
2. Facilitate the discussion, review, and consideration of issues affecting increased and enhanced regional transportation in Florida and promote the advancement and adoption of federal, state and local initiatives to resolve such issues;
3. Educate members of the federal government, state legislature, local governments, business community, other private sector entities, and the general public as to the value and benefits of enhanced regional transportation initiatives throughout the State of Florida and, specifically, the Tampa Bay area; and
4. Promote legislation at the federal, state and local levels to create enhanced opportunities for regional transportation initiatives.

ARTICLE V

SCOPE OF ACTIVITY

The Corporation shall have the power, either directly or indirectly, either alone or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or

proper for the furtherance, accomplishment, fostering, or attainment of improving and promoting any or all of the regional transportation interests for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purposes. The Corporation shall operate to select procure, engage, manage, and otherwise direct the improvement and promotion of regional transportation issues and like issues benefitting the State of Florida and, specifically, the Tampa Bay area. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in section 501(c)(6) of the Code and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI

PLACE OF OPERATION

The initial principal place of business of the Corporation shall be located at: One Tampa City Center, Suite 2700, Tampa, Florida 33602. The Corporation may designate a different principal place of business without amending these Articles of Incorporation.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Corporation shall be Ronnie Duncan. The address to which the Secretary of State shall mail a copy of any notice required by law is 3000 Baypoint Drive, Suite 150, Tampa, Florida 33607.

ARTICLE VIII

INCORPORATOR

The name and place of residence of the incorporator of this Corporation is Ronnie Duncan, 3000 Baypoint Drive, Suite 150, Tampa, Florida 33607.

ARTICLE IX

DIRECTORS

The Board of Directors of the Corporation shall consist of no less than three (3) members and no more than seven (7) members. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's Bylaws. The Board of Directors shall be comprised of the President, Vice-President, and Secretary-Treasurer of the Corporation and up to four (4) additional

directors to be selected by a majority vote of the President, Vice-President, and Secretary-Treasurer. The names and addresses of the persons who are to serve as the initial Directors and officers until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Shelton Quarles	17019 Candeleda de Avita, Tampa, FL 33613
John Thrumston	6641 South Old Floral City Rd., Floral City, FL 34436
Ronnie Duncan	3000 Baypoint Dr., Suite 150, Tampa, FL 33607

ARTICLE X

ELECTION OF DIRECTORS/TERMS

Directors of the Corporation shall be elected and shall serve until such time as their successors are qualified and appointed in the manner provided by the Corporation's Bylaws.

ARTICLE XI

MEMBERSHIP

The Corporation is to be organized upon a membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of new members shall be determined as set forth in the Corporation's Bylaws. The initial membership of the Corporation shall be comprised of the members of the Board of Directors. The Corporation may have more than one (1) class of membership (including a non-voting class of membership), and the respective rights of each class shall be set by the Board of Directors from time to time by resolution.

ARTICLE XII

DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Florida Not For Profit Corporation Act, shall be distributed as directed by the members of the Corporation among such organization or

organizations that are then described in section 501(c)(6) of the Code or other such organization or organizations that are exempt from taxation under section 501, *et seq.*, of the Code, and are qualified to receive distributions in liquidation of the Corporation.

ARTICLE XIII **AMENDMENT**

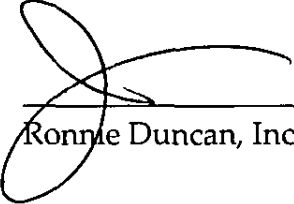
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors, and officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

ARTICLE XIV **INDEMNIFICATION**

The Corporation shall fully indemnify each incorporator, officer, and director of the Corporation, including former officers and directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the Bylaws, but shall never be less than the full extent permitted by the laws of the State of Florida.

[Remainder of page left intentionally blank]

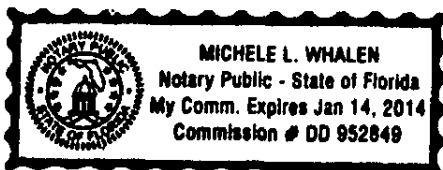
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of April, 2011.



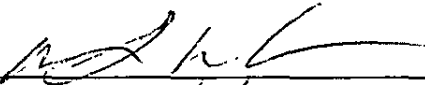
Ronnie Duncan, Incorporator

STATE OF FLORIDA
COUNTY OF Hillsborough

Acknowledged before me this 12th day of April, 2011, by Ronnie Duncan who (X) is personally known to me or () produced a Florida drivers license as identification.



Place Seal Here

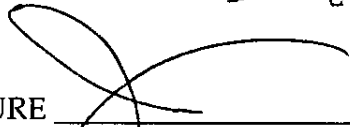
Sign 
Print Name Michele L. Whalen
NOTARY PUBLIC
My Commission Expires: 1/14/14
Commission no. DD 952849

**CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT**

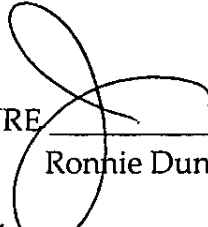
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Tampa Bay Advocates For Regional Transportation, Inc.**
2. The name and address of the registered agent and office is:

<u>Ronnie Duncan</u>	11 APR 18 AM 8 25 FILED AND APPROVED SECRETARY OF STATE TALLAHASSEE FLORIDA
(NAME)	
<u>3000 Baypoint Drive, Suite 150</u>	
(ADDRESS; PO BOX <u>NOT</u> ACCEPTABLE)	
<u>Tampa, FL 33607</u>	
(CITY/STATE/ZIP)	

SIGNATURE 
Ronnie Duncan
TITLE Incorporator
DATE 4-12-11

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION 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.

SIGNATURE 
Ronnie Duncan
DATE 4-12-11