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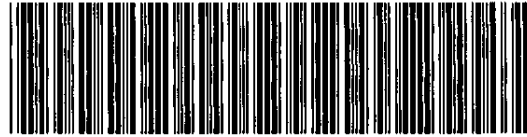
(Business Entity Name)

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: WESTSIDE TAMPA BAY COMMUNITY CULTURAL SOCIETY INC

DOCUMENT NUMBER: N11000004316

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**HUEY JOHNSON**

(Name of Contact Person)

**WESTSIDE TAMPA BAY COMMUNITY CULTURAL SOCIETY INC**

(Firm/ Company)

**1143 W. CHESTNUT STREET**

(Address)

**TAMPA FL 33607**

(City/ State and Zip Code)

**carlton.johnson77@yahoo.com**

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

For further information concerning this matter, please call:

**HUEY JOHNSON**

(Name of Contact Person)

at **813 390-9085**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

|   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & | <input type="checkbox"/> \$43.75 Filing Fee & | <input type="checkbox"/> \$52.50 Filing Fee |
| Certificate of Status                               | Certified Copy                                | Certificate of Status                         | Certified Copy                              |
|   | (Additional copy is                           | (Additional Copy is                           |   |
|   | enclosed)                                     | enclosed)                                     |   |

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

**WESTSIDE TAMPA BAY COMMUNITY CULTURAL SOCIETY INC**

(Name of Corporation as currently filed with the Florida Dept. of State)

**N11000004316**

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

1714 W. Main Street

Tampa, Florida 33607

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

PO Box 45008

Tampa, FL

33677

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City) \_\_\_\_\_, Florida \_\_\_\_\_  
(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change                      PT      John Doe  
X Remove                      V       Mike Jones  
X Add                              SV      Sally Smith

| Type of Action<br>(Check One)  | Title                | Name                | Address                                |
|--|----------------------|---------------------|--|
| 1) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove | S                    | Shaw, R             | 3809 E. NORFORK<br>TAMPA, FL. 33604    |
| 2) <input type="checkbox"/> Change<br><input checked="" type="checkbox"/> Add<br><input type="checkbox"/> Remove | S                    | ARLIN JAMES SWANSON | 1010 W. ARCH STREET<br>TAMPA, FL 33607 |
| 3) <input checked="" type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | CEO                  | MCADOO, SABRINA     | 304 E. JEAN ST<br>TAMPA FL 33604       |
| 4) <input checked="" type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | CHAIR<br>PERSON      | LEE, DON            | 301 CHIPCO<br>TAMPA FL 33605           |
| 5) <input checked="" type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | VICE<br>CHAIR PERSON | TAYLOR, EVERITT     | 3812 N 53RD<br>TAMPA FL 33619          |
| 6) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |                      |                     |  |

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

Change original VIII to X

Add New VIII and IX - See attach

The date of each amendment(s) adoption: \_\_\_\_\_

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/18/12

Signature Don R. Lee  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Don R. Lee  
(Typed or printed name of person signing)

Chairman  
(Title of person signing)

## **CONFLICT OF INTEREST POLICY**

### **WESTSIDE TAMPA BAY COMMUNITY CULTURAL SOCIETY INC**

#### **ARTICLE I**

##### **Purpose**

The purpose of the Conflicts of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit charitable corporations.

#### **ARTICLE II**

##### **Definitions**

##### **1. Interested Person**

Any trustee, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the group of affiliated organizations of which the Corporation is a part, he or she is an interested person with respect to all entities in the group.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment or family--

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

## **ARTICLE III**

### **Procedures**

#### **1. Duty To Disclose**

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the trustees and members of committees with board-delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether A Conflict Of Interest Exists**

After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures For Addressing The Conflict Of Interest**

- a. The board or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - b. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
  - c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. In order to fully implement the procedures contained in the Conflicts of Interest Policy, the executive committee shall review, at the initiation of the board chair, all potential and existing conflicts of interest as disclosed to him or her, and shall make recommendations to the board of trustees concerning the nature and extent of the situation presented and whether or not such situation poses a conflict of interest. Recommendations to the board may include, but not be limited to, requiring the interested person to terminate his/her financial interest in the transaction that causes the conflict, asking the interested person to resign from the board of trustees, or concluding that the conflict has not and will not have a detrimental effect on the Corporation. In conducting its investigation, the executive committee may use outside advisors, legal counsel and the professional staff of the Corporation.

5. In all cases involving conflicts of interest, including cases in which an interested trustee serves on the executive committee, the interested trustee shall recuse himself/herself from discussions and votes on the transaction at issue.
  - a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the response of the member and making such further investigations as may be warranted by the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV**

##### **Records of Proceedings**

The minutes of the board and all committees with board-delegated power shall contain---

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **ARTICLE V**

##### **Compensation Committees**

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

## **ARTICLE VI**

### **Annual Statements**

Each trustee, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms that such person--

- a. Has received a copy of the Conflicts of Interest Policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII**

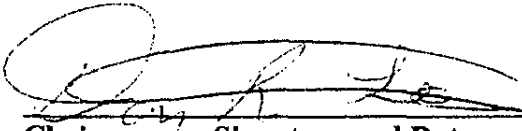
### **Periodic Reviews**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether acquisitions of services result in increment or impermissible private benefit.
- c. Whether partnership and joint venture arrangements and arrangements with other organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.
- d. Whether agreements with providers, employees, and third party payors further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

**ARTICLE VIII**  
**Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

 1/18/12  
**Chairperson    Signature and Date**

## **ADMENDMENTS**

### **ARTICE VIII**

#### **LIMITATIONS**

**At all times the following shall operate as conditions restricting the operations and the activities of the corporation.**

**No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 poetical 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 (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 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.**

**In addition to the foregoing, the following special provisions shall also apply:**

- 1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the undistributed income imposed by section 4942 of the Internal revenue Code, or the corresponding section of any future federal tax code.**
- 2. The corporation will not engage in any act of self-dealing as defined by section 4941 (d) of the internal revenue Code, or the corresponding section of any future federal tax code.**
- 3. The corporation will not retain any excess business holding as defined in section 4943 (c) of the Internal Revenue Code or the corresponding section of any future federal tax code.**
- 4. The corporation will not make any investment in such a 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.**

**5. The corporation will not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code or the corresponding section of any future federal tax code.**

## **ARTICLE IX**

### **DISSOLUTION**

**Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 states above or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.**