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FLORIDA PROFIT/NON PROFIT CORPORATION
LTB 11 FOUNDATION, INC.

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ARTICLES OF INCORPORATION

of

LTB 11 FOUNDATION, INC.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

ARTICLE I

Name and Address

The name of the Corporation is **LTB 11 FOUNDATION, INC.** The street address of the initial principal office is 400 North Tampa Street, Suite 1320, Tampa, Florida 33602. The mailing address is 400 North Tampa Street, Suite 1320, Tampa, Florida 33602. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

ARTICLE II

Purposes

The objects or purposes of the Corporation are recruiting and guiding leaders in the community to benefit and better the community directly or indirectly by supporting leadership programs and/or charitable organizations and by raising, administering and distributing funds for their financial support, providing volunteer services or otherwise taking action for the benefit and/or betterment of these organizations and our community.

The Corporation is organized exclusively for charitable, educational, scientific and literary purposes, including for such purposes, providing scholarship funds and/or tuition assistance to employee(s) of non-profit organizations and/or Woman and Minority Business Enterprises (WMBE) to attend Leadership Tampa Bay, and the making of distributions to organizations that qualify as exempt organizations under section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, educational, scientific and literary purposes, within the meaning of Section 501(c)(3) and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any undivided interest therein, without limitations as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

LTB 11 FOUNDATION, INC.
Articles of Incorporation

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ARTICLE III
Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any lawful acts and things and to engage in any lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes 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 of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than (3). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Kimberly Thresher	400 North Tampa Street, Suite 1320 Tampa, Florida 33602
Rodrigo Jurado, Jr.	5406 Riverhills Drive Tampa, Florida 33622
Kathryn Everlove-Stone	401 E. Jackson Street, Suite 1700 Tampa, Florida 33602

ARTICLE V
Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>
Kimberly Thresher	President
Rodrigo Jurado, Jr.	Secretary
Kathryn Everlove-Stone	Treasurer

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ARTICLE VI
Non-Discrimination Policy

The Corporation shall admit members of any race, color, national and/or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to members.

ARTICLE VII
Incorporator

The name of the incorporator is Kathryn Everlove-Stone. The street address of the incorporator is 401 E. Jackson Street, Suite 1700, Tampa, Florida 33602.

ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 400 North Tampa Street, Suite 1320, Tampa, Florida 33602 and the name of the initial registered agent at such address is Kimberly Thresher.

ARTICLE IX
Bylaws

The Board of Directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. The Bylaws of this Corporation shall provide for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States. The members of this Corporation may, with a majority vote of the members at a meeting duly called in accordance with the Bylaws of the Corporation, adopt such amendments to the Bylaws as they deem necessary from time to time.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation shall be proposed by any member of the Board of Directors and adopted by a majority of the Board of Directors at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XI
Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its directors, members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the

LTB II FOUNDATION, INC.
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Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political 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 any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, Directors or officers.

ARTICLE XII
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described the Corporation's purpose as described in Article III, and consistent with the provisions of Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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 XIII
Term of Existence

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 3rd day of May, 2011.



Kathryn Everlove-Stone, Incorporator

LTB II FOUNDATION, INC.
Articles of Incorporation

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

Date: May 3rd, 2011



Kimberly Thresher,
Registered Agent

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