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SECRETARY OF STATE
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**AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
TBHC FACILITY CORPORATION**

TBHC FACILITY CORPORATION (the "Corporation"), a corporation organized and existing under the laws of the State of Florida (Chapter 617, Florida Statutes), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 617.1007 of the Act, hereby adopts this Amendment and Restatement of Articles of Incorporation (the "Restatement of Articles") which accurately restates and integrates the Articles of Incorporation filed on May 17, 2011, and all amendments thereto.

II. The Restatement of Articles does not contain an amendment to the Articles of Incorporation requiring member approval. The Restatement of Articles, including all amendments contained herein, was duly approved and adopted by the Board of Trustees on July 1, 2011. The number of votes cast by the Board of Trustees was sufficient for approval.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restatement of Articles, which is as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be: TBHC Facility Corporation.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation shall be as follows:

801 Old Water Street
Tampa, Florida 33602

**ARTICLE III
PURPOSES**

(a) The general nature, purposes and objectives for which this Corporation is exclusively organized and operated and to which this Corporation dedicates its assets are as follows:

To acquire by purchase, exchange, sub-lease or donation certain real property and/or long term lease of real property; to re-sublease or reconvey such real property in accordance with the consents of Hillsborough County, Florida, the

City of Tampa, Florida, and the Florida Community Trust; to collect the rents and other income and gains from such sub-subleased real property, and to contribute the entirety of any net income from such real property after debt service, costs and expenses to The Tampa Bay History Center, Inc., a Florida not-for-profit corporation, its successors or assigns, for the operation of a museum focused on preserving, interpreting, and exhibiting the history of "Historic" Hillsborough County, Florida.

(b) This Corporation will receive and maintain funds and real and/or personal property and, subject to the restrictions and limitations hereinabove set forth, will use the whole or any part of the income therefrom and the principal thereof exclusively for the foregoing purposes.

(c) No part of the net earnings of the Corporation will inure to the benefit of or be distributable to any member, trustee or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee or officer of the Corporation or any private individual will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation will involve carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of this Restatement of Articles, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (2) of the Internal Revenue Code of 1986, as amended, or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code, as amended, and regulations issued thereunder.

(e) If the Corporation is dissolved or finally liquidated, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) or Section 501(c) (2), and 170(c) (2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any prior or future Internal Revenue Code, or to the Federal, state, or local government for an exclusive public purpose.

ARTICLE IV **POWERS**

This Corporation will have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to

effect any and all of the purposes for which the Corporation is organized, subject, however, to the following:

(a) This Corporation will be operated exclusively for, and will only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(2) of the Internal Revenue Code of 1986, heretofore or hereafter.

(b) This Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax law.

(c) This Corporation will 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 of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(d) This Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(e) This Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(f) This Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(g) This Corporation will not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE V **MEMBERS**

The members of this Corporation will consist of those persons who from time to time are elected to the Board of Trustees of the Corporation in accordance with the provisions of the Bylaws of the Corporation (with such term of membership to correspond with membership on the Board of Trustees of the Corporation), and such other persons as may from time to time be admitted to membership by the Board of Trustees pursuant to the provisions of the Bylaws of the Corporation.

ARTICLE VI **TERM OF EXISTENCE**

The term for which this Corporation is to exist will be perpetual.

ARTICLE VII
OFFICERS AND TRUSTEES

The affairs of this Corporation will be managed by (a) a Board of Trustees who will be elected by the Board of Trustees of The Tampa Bay History Center, Inc., two-thirds (⅔) of which must be members of the Board of Trustees of The Tampa Bay History Center, Inc., as provided in the Bylaws and (b) Officers who will be elected annually by majority vote of the Board of Trustees and who will be Trustees or employees of the Corporation. The Officers thus to be elected will be a President, a Secretary and a Treasurer and such other Officers as may be provided for in the Bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective Officers and the manner of filling vacancies in the offices of the Corporation will be provided in the Bylaws.

The number of Trustees and the manner of filling vacancies in the Board of Trustees will be provided in the Bylaws of the Corporation. The number will not be less than three (3), but may be any number in excess thereof as established by the Bylaws of the Corporation. A quorum for the transaction of business will be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

Trustees and Officers of this Corporation may be removed, with or without cause, by the Board of Trustees at a meeting duly called in the manner set out in the Bylaws.

ARTICLE VIII
TRUSTEES

The name and address of the members of the Board of Trustees who, subject to this Restatement of Articles, the Bylaws of this Corporation and the laws of the State of Florida, will hold office until their successors have been duly elected and qualified as provided in the Bylaws, are as follows:

Name	Address
Marsha G. Rydberg	201 N. Franklin Street Suite 1625 Tampa, Florida 33602
Thomas Lee	P.O. Box 2743 Brandon, Florida 33509
George B. Howell, III	100 N. Tampa Street Suite 4100 Tampa, Florida 33602
Holly Tomlin	8402 Laurel Fair Circle,

	Ste 101 Tampa, Florida 33601
Paul L. Whiting, Jr.	2910 W. Bay to Bay Suite 200 Tampa, Florida 33629
J. Thomas Touchton	1700 South MacDill Avenue Suite 340 Tampa, Florida 33629-3244
C.J. Roberts	3312 Sevilla Circle Tampa, Florida 33629

ARTICLE IX OFFICERS

The name and address of the Officers of this Corporation who, subject to this Restatement of Articles, the Bylaws of this Corporation and the laws of the State of Florida, will hold office until their successors have been duly elected and qualified as provided in the Bylaws, are as follows:

Name	Office	Address
Marsha G. Rydberg	Chairperson	201 N. Franklin Street Suite 1625 Tampa, Florida 33602
Thomas Lee	Treasurer	P.O. Box 2743 Brandon, Florida 33509
C.J. Roberts	President	3312 E. Sevilla Circle Tampa, Florida 33629
George B. Howell, III	Secretary	100 N. Tampa St. Suite 4100 Tampa, Florida 33602
Paul L. Whiting, Jr.	Vice Chairperson	2910 W. Bay to Bay Suite 200 Tampa, Florida 33629

ARTICLE X REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Clarence J. Roberts
801 Old Water Street
Tampa, Florida 33602

ARTICLE XI
BYLAWS

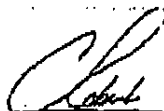
The Bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Trustees of this Corporation present at any meeting of the Board of Trustees duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and that notice of the proposed action with respect to the Bylaws has been waived by a majority of the members of the Board of Trustees or has been mailed by the Secretary of this Corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

ARTICLE XII
AMENDMENT TO RESTATEMENT OF ARTICLES

This Restatement of Articles may be amended by resolution adopted by a majority vote of the Board of Trustees of the Corporation at any regular or special meeting of the Board of Trustees duly called at which a quorum is present. All actions of the Board of Trustees, including but not limited to, amendments of this Restatement of Articles which are required to be taken at any meeting may be taken by written consent as provided in the Florida Statutes, as now amended, or as the same be amended in the future.

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IN WITNESS WHEREOF, the undersigned has executed this Restatement of
Articles this 15 day of July, 2011.

A handwritten signature in dark ink, appearing to read 'C.J. Roberts', is written over a horizontal line.

C.J. Roberts, President