

Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
TAMPA BAY DEFENSE ALLIANCE, INC.

Certificate of Status	0
Certified Copy	1
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Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No. H13000219260 3

Page 1 of 6

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA BAY DEFENSE ALLIANCE, INC.**

A Florida Not For Profit Corporation

Tampa Bay Defense Alliance, Inc., a Florida not for profit corporation desiring to amend and restate its Articles of Incorporation, hereby certifies as follows:

**ARTICLE I.
Corporation Name**

The name of this corporation is **Tampa Bay Defense Alliance, Inc.**

**ARTICLE II.
Term of Existence**

The corporation shall have perpetual existence.

**ARTICLE III.
Purposes and Restrictions**

(a) This corporation is organized and operated for purposes consistent with the requirements of Chapter 617, Florida Statutes (sometimes referred to as the "**Florida Not For Profit Corporation Act**").

(b) The purposes of the corporation and restrictions on its operations are as follows:

(i) This corporation is organized and operated for purposes consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), hereinafter the "Code", and for such other educational, charitable, and humanitarian purposes as are consistent with its maintaining qualification as an exempt organization under said section 501(c)(3).

(ii) The corporation shall restrict its operations to the promotion of educational, charitable, and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(iii) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 purposes set forth herein.

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Fax Audit No. H13000219260 3

Page 2 of 6

(iv) The corporation shall not engage in any acts of self dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Code, make any taxable expenditures as defined in Section 4945(d) of the Code, or otherwise violate any of the provisions of Section 617.0835, Florida Statutes, as amended.

(v) To do any and all things and exercise any and all powers, rights, and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of Section 501(c)(3) of the Code and the Florida Not for Profit Corporation Act.

(vi) The provisions of this Article III setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 purposes set forth herein.

ARTICLE IV. **Non Stock Corporation**

This corporation is organized on a non stock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V. **Principal Office and Registered Agent**

The principal office and mailing address of the corporation shall be 13623 N. Florida Avenue, Tampa Florida 33613. The Registered Agent shall be John R. Schueler, 506 Royal Palm Way, Tampa, Florida 33609.

ARTICLE VI. **Directors**

The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The directors will be elected in accordance with the provisions of the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors.

Fax Audit No. H13000219260 3

Page 3 of 6

ARTICLE VII.

Incorporator

The name and street address of the incorporator of this corporation is Andrew McIntosh, Esquire, Fowler White Boggs P.A., 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

ARTICLE VIII.

Membership

This Corporation shall have no members.

ARTICLE IX.

Distribution of Assets Upon Dissolution.

Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, such exempt organizations to be determined by the decision of at least two thirds ($\frac{2}{3}$) of the then incumbent members of the Board of Directors.

ARTICLE X.

Amendment

These Articles may be amended in the manner provided by law; provided, however, any such amount shall require the affirmative vote of at least two thirds ($\frac{2}{3}$) of the then incumbent members of the Board of Directors.

ARTICLE XI.

Indemnification of Directors and Officers and Limitation on Liability

This corporation shall indemnify the directors and officers of this Corporation to the full extent permitted by applicable law. No director or officer of this Corporation shall be liable to this Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

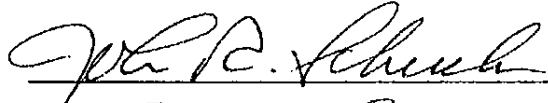
ARTICLE XII.

Bylaws

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds ($\frac{2}{3}$) of the then incumbent members of the Board of Directors.

Fax Audit No. H13000219260 3
Page 4 of 6

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of
Incorporation on OCTOBER 1, 2013.


Name: John R. Schupler
Title: President

Fax Audit No. H13000219260 3

Page 5 of 6

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0503, Florida Statutes.


John R. Schueler

Registered Agent

Date: 9/30/13

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Fax Audit No. H13000219260 3

Fax Audit No. H13000219260 3
Page 6 of 6

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA BAY DEFENSE ALLIANCE, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, it is hereby certified that:

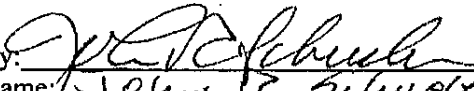
FIRST: The name of the corporation is TAMPA BAY DEFENSE ALLIANCE, INC. (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation were duly approved and adopted by the members of the Board of Directors of the Corporation on OCTOBER 1, 2013, and the number of votes cast were sufficient for approval.

THIRD: The Amended and Restated Articles of Incorporation that this certificate accompanies shall be the articles of incorporation of the Corporation.

Dated:

TAMPA BAY DEFENSE ALLIANCE, INC.

By: 
Name: John R. Schubert
Title: President

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