

# N120000002063

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Transit Works Pinellas, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
TRANSIT WORKS PINELLAS, INC.**

The undersigned incorporator hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is Transit Works Pinellas, Inc. Its initial principal place of business is at, and its initial mailing address is, 200 Central Avenue, Suite 2300, St. Petersburg, Florida 33701.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purposes**

The purposes for which the Corporation is organized are to improve and promote economic development in the Tampa Bay area, including the following:

- (i) to educate the public about, and to promote, mass transit in the Tampa Bay area for economic development purposes;
- (ii) to participate in the planning and development of, and fundraising for, mass transit in the Tampa Bay area;
- (iii) to promote and participate in public-private partnerships for the achievement of the purposes set forth in subsections (i) and (ii), above.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any private shareholder or individual.

**ARTICLE IV**

**Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

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**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 4221 West Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its initial registered agent at such address is CFRA, LLC.

**ARTICLE VI**  
**Directors**

The number of directors and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Joel B. Giles	4221 West Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

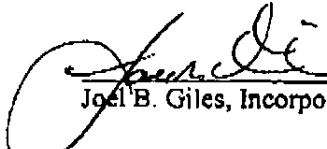
These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Dissolution**

This Corporation is intended to be exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(6) of the Code. Upon the dissolution and liquidation of this Corporation, its remaining assets shall be distributed to one or more other organizations that are exempt from federal income taxation as an organization or organizations described in Section 501(c)(3) or Section 501(c)(6) of the Code, or to a municipal, county, or state government.

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**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation this 9th day of July, 2010.

  
\_\_\_\_\_  
Joel B. Giles, Incorporator

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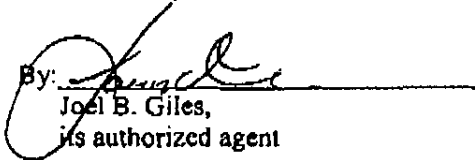
**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 9th day of July, 2010.

Registered Agent

CFRA, LLC  
a Florida limited liability company

By:   
Joel B. Giles,  
its authorized agent

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