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LEAD TAMPA BAY CORPORATION

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEAD TAMPA BAY CORPORATION**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Doc #: N12000003108

These Amended and Restated Articles of Incorporation of Lead Tampa Bay Corporation, a Florida not for profit corporation (the "Corporation"), dated as of July 27, 2012, are being duly executed and filed by Ernie L. Wilhoit, its president, to amend and restate the Corporation's original articles of incorporation, which were filed on March 15, 2012. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I**Name**

The name of this Corporation shall be: Lead Tampa Bay, Inc. The principal place of business and mailing address of this Corporation shall be: 2913 Pointer Place, Seffner, FL 33584.

ARTICLE II**Term of Existence**

The Corporation shall have perpetual existence.

ARTICLE III**Purpose**

The Corporation is organized and shall be operated exclusively for religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, but not limited to, serving the teenage and young adult communities in the Tampa Bay Area with leadership, discipleship, mentoring, character building, and career discovery programs and services.

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 individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The Corporation shall not have any members.

ARTICLE V

Registered Office and Agent

The street address of the registered office of the Corporation is 2913 Pointer Place, Seffner, FL 33584, and the name of its registered agent at such address is Ernie L. Wilhoit.

ARTICLE VI

Directors

The number of directors may be increased or decreased from time to time 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 (3) directors.

ARTICLE VII

Bylaws

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

ARTICLE VIII

Amendment

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

ARTICLE IX

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Lead Tampa Bay Corporation (1) were approved by the directors on July 21, 2012, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 21st day of July 2012.

Lead Tampa Bay Corporation

By:

Name: Ernie L. Wilhoit

Title: President