

N/200000 8363

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

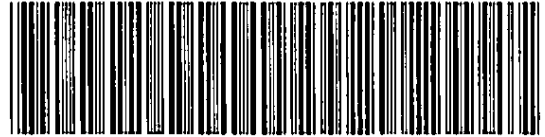
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

OK per Diane 9/18/17

SS

Office Use Only



500300661175 ✓

06/28/17--01007--001 \*\*35.00

S TALLENT

SEP 18 2017

Amended  
Restated

FILED  
17 SEP 14 AM 10:30  
CLERK OF COURT  
CLERK OF COURT



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 10, 2017

JEFFREY DREW BUTT  
C/O SQUIRE PATTON BOGGS  
201 N FRANKLIN STREET, SUITE 2100  
TAMPA, FL 33602

SUBJECT: THE STEWART MIDDLE MAGNET SCHOOL STEM BOOSTERS  
CLUB, INC.

Ref. Number: N12000008363

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The capacity of the officer/director signing should be indicated. Ex. President, Vice President, Chairman of the Board, etc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 417A00013892

Rec  
9/14/17



Squire Patton Boggs (US) LLP  
One Tampa City Center  
201 N. Franklin Street, Suite 2100  
Tampa, Florida 33602

O +1 813 202 1300  
F +1 813 202 1313  
squirepattonboggs.com

Jeffrey Drew Butt  
T +1 813 202 1304  
jeffrey.butt@squirepb.com

September 7, 2017

Susan Tallent  
Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: The Stewart Middle Magnet School Stem Boosters Club, Inc.  
Ref. Number N12000008363**

Dear Ms. Tallent:

Reference is made to your letter, dated July 10, 2017, in which you state that the Amended and Restated Articles of Incorporation of The Stewart Middle Magnet School Stem Boosters Club, Inc. (the "Amended Articles") contained deficiencies. Enclosed are revised Amended Articles which address your concerns. Therefore, please file the Amended Articles with the Florida Department of State, Division of Corporations.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "JDB", written over a horizontal line.

Jeffrey Drew Butt

JDB:smg

Enclosure

010-8528-3222/2/AMERICAS

46 Offices in 21 Countries

Squire Patton Boggs (US) LLP is part of the international legal practice Squire Patton Boggs, which operates worldwide through a number of separate legal entities

Please visit [squirepattonboggs.com](http://squirepattonboggs.com) for more information

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Stewart Middle Magnet School STEM Boosters Club, Inc.

DOCUMENT NUMBER: N12000008363

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Drew Butt  
Name of Contact Person  
c/o Squire Patton Boggs  
Firm/ Company  
201 N Franklin Street, Suite 2100  
Address  
Tampa, FL 33602  
City/ State and Zip Code

jeffrey.butt@squirepb.com  
E-mail address: (to be used for future annual report notification) /

For further information concerning this matter, please call:

Jeffrey Butt at ( 813 ) 202-1300  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE STEWART MIDDLE MAGNET SCHOOL STEM BOOSTERS CLUB, INC.**

**FILED**

17 SEP 14 AM 10:30

For the purposes of amending and restating the Articles of Incorporation of The Stewart Middle Magnet School STEM Boosters Club, Inc., a not for profit corporation formed on August 30, 2012 under the Florida Not-for-Profit Corporation Act, *as amended* (the "Act"), *Florida Statutes*, Chapter 617, the undersigned subscriber and authorized agent of The Stewart Middle Magnet School STEM Boosters Club, Inc. submits these Amended and Restated Articles of Incorporation to read in their entirety as follows:

The undersigned subscriber to these Amended and Restated Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Corporation is **THE STEWART MIDDLE MAGNET SCHOOL STEM BOOSTERS CLUB, INC.** (hereinafter "Corporation").

**ARTICLE 2 – PURPOSE OF CORPORATION**

The Corporation's purpose is to promote, support, improve and enhance the science, technology, engineering and math (STEM) extracurricular activities of Stewart Middle Magnet School, Tampa, Florida (the "School"). Notwithstanding anything else contained in these Articles of Incorporation, the Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.

**ARTICLE 3 – PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, employees or other individuals, partnerships, estates, trusts or corporations having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursements for reasonable expenses actually incurred, all actually incurred in attending to the affairs of the Corporation, and to make reasonable payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) 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 other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE 4 – MEMBERS**

Membership is open to all persons, regardless of race, sex, religion or national origin, interested in furthering the purpose of the Corporation. Further requirements regarding Members shall be set forth in the Corporation's by-laws.

#### **ARTICLE 5 – DIRECTORS**

The President, the Vice President(s) and Treasurer/Secretary of the Corporation shall each individually be automatically appointed as a director of the Corporation (the "Directors"). The Directors shall collectively be the Board of Directors of the Corporation.

#### **ARTICLE 6 – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1125 Spruce Street, Tampa, Florida 33607 and the mailing address is the same.

#### **ARTICLE 7 – INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Jeffrey Drew Butt  
c/o Squire Sanders (US) LLP  
201 North Franklin Street, Suite 2100  
Tampa, Florida 33602

#### **ARTICLE 8 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 9 – CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### **ARTICLE 10 – LIABILITIES FOR DEBTS**

Neither the Members, the members of the Board of Directors nor the officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 11 – REGISTERED AGENT**

The name and address of the registered agent of this Corporation is Jeffrey Drew Butt, 12125 Clear Harbor Drive, Tampa, Florida 33626.

#### **ARTICLE 12 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


### **ARTICLE 13 – INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to Indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

### **ARTICLE 14 – DISSOLUTION**

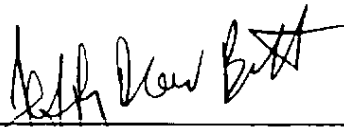
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction 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.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 7th day of September, 2017.

  
\_\_\_\_\_  
Jeffrey Drew Butt, as authorized agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

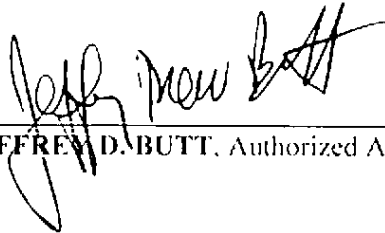
Jeffrey Drew Butt, having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Jeffrey Drew Butt

**AUTHORIZED AGENT'S CERTIFICATE**

(pursuant to *Florida Statutes §617.1007*)

The Amended and Restated Articles of Incorporation were adopted by the Board of Directors by written consent on September 7, 2017. There are no members of the Corporation entitled to vote on this amendment.

  
\_\_\_\_\_  
JEFFREY D. BUTT, Authorized Agent