

Division of Corporations

Page 1 of 1

N12000010366

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000112877 3)))



H140001128773ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

14 MAY 12 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED
14 MAY 12 PM 1:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WATERFRONT PARKS FOUNDATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

C. LEWIS
MAY 14 2014
EXAMINER

05/13/2014 10:25 FAX

CFJB_Law_Tampa

002/007

850-817-6381

5/13/2014 9:20:33 AM PAGE 1/001 Fax Server



May 13, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WATERFRONT PARKS FOUNDATION, INC.
1311 48TH AVE NE
ST PETERSBURG, FL 33703

SUBJECT: WATERFRONT PARKS FOUNDATION, INC.
REF: N12000010366

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re fax the complete document, including the electronic filing cover sheet.

If you are changing the name in the amended and restated articles. You must put the old name at the top of the page. The new name in article I.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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

Carolyn Lewis
Regulatory Specialist II

FAX Aud. #: H14000112877
Letter Number: 314A00010175

RECEIVED
14 MAY 13 AM 11:36
REGULATORY SPECIALIST II
CAROLYN LEWIS

P.O BOX 6327 - Tallahassee, Florida 32314

APPROVED
AND
FILED

003/007

14 MAY 12 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERFRONT PARKS FOUNDATION, INC.**

N12000010366

The board of directors of Waterfront Parks Foundation, Inc., (the "Corporation") has adopted the following restated articles of incorporation under the laws of the State of Florida:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Downtown Waterfront Parks Foundation, Inc. The principal place of business and mailing address are: 436 Second Street North, St. Petersburg, Florida 33701.

ARTICLE II

Term of Existence

The date when corporate existence commenced was the date of the filing of the initial articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- 1) erecting or maintaining public buildings, monuments, or works;
- 2) lessening the burdens of government; and
- 3) combating community deterioration.

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

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602 and the name of its initial registered agent at such address is CFRA, LLC, a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE VI
Directors

The Corporation shall have twelve (12) directors initially. 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. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Tami Simms	105 4th Avenue NE, # 407 St. Petersburg, Florida 33701
Kent Lydecker	300 Beach Drive NE, # 401 St. Petersburg, Florida 33701
Phillip Graham, Jr.	436 Second Street North St. Petersburg, Florida 33701
Charles Osterholt	586 Normandy Road Madeira Beach, Florida 33708
Ed Montanari	3345 Maple Street NE St. Petersburg, Florida 33704
Robert Lovejoy	11 Central Avenue St. Petersburg, Florida 33701
Joan Jaicks	459 Bayview Drive NE St. Petersburg, Florida 33704
Peter Betzer	1830 Crescent Lake Drive St. Petersburg, Florida 33704

Doug Fisher	910 Brightwaters Boulevard NE St. Petersburg, Florida 33704
Will Michaels	6215 Bahama Shores Drive South St. Petersburg, Florida 33705
Don Howe	1500 1st Street North St. Petersburg, Florida 33704
Marty Wallace	288 Beach Drive NE, 10-B St. Petersburg, Florida 33701

ARTICLE VII
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Joel B. Giles	c/o Carlton Fields, P.A. 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

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 Code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE XI
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.

05/13/2014 10:27 FAX

APPROVED
AND
FILED
CFJB_Law_Tampa

007/007

14 MAY 12 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF PRESIDENT AND SECRETARY

The undersigned, as President and Secretary of the Corporation, hereby certify that the foregoing restatement of the articles of incorporation of the Corporation does not require member approval..

WATERFRONT PARKS FOUNDATION, INC.

By:



**CHARLES OSTERHOLT,
Secretary and Director**

(CORPORATE SEAL)