

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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Fax Number : 40507617-6381

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From: Debi Favero

Account Name : RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI &amp; WARD, P.A.

Account Number : 075350000244

Phone : (727) 443-3281

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Email Address: cward@richardsgilkey.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
Concerned Businessmen's Association of Tampa Bay, Inc

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**ARTICLES OF INCORPORATION  
FOR  
CONCERNED BUSINESSMEN'S ASSOCIATION OF TAMPA BAY, INC.**

The undersigned incorporators ("Incorporators") of CONCERNED BUSINESSMEN'S ASSOCIATION OF TAMPA BAY, INC., for the purpose of forming a Corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this Corporation is CONCERNED BUSINESSMEN'S ASSOCIATION OF TAMPA BAY, INC.

**ARTICLE II  
ADDRESS**

The mailing address of this Corporation shall be:

1255 Cleveland Street, Suite 400  
Clearwater, Florida 33755

**ARTICLE III  
DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV  
PURPOSE**

As a Charitable Organization, with the general object and purpose to help the community provided educational opportunities to youth, to support and implement educational activities to prevent the illicit use of drugs, to educate youth regarding human rights, and to assist community youth in increasing their life skills for successful futures. These educational purposes shall focus on young athletes, and disadvantaged youth in the community. The Corporation shall also create educational awards for youth to assist them in gaining marketable skills through educational programs, such as tutoring, and, other educational activities concerned with the arts, personal enhancement, personal improvement courses, general math, reading, science, and others, as applicable to a child's need. The foregoing shall hereafter be collectively referred to as the ("Charitable Purposes") of the Corporation.

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In carrying out the Charitable Purposes, the Corporation shall have all of the powers and authorities granted by law, pertaining to Corporations not for profit, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer, invest and reinvest the funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable Purposes; provided, however, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

#### ARTICLE V GENERAL

All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes by the Board of Directors.

The Corporation shall not have capital stock and shall not pay dividends to its Incorporators, directors, or officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporators, directors, or officers, provided that the Corporation may pay compensation in a reasonable amount to its incorporators, directors, or officers for services rendered.

#### ARTICLE VI MEMBERS

The qualifications, rights and the manner for admission of members of the Corporation shall be as specified in the Bylaws.

#### ARTICLE VII PROHIBITED ACTIVITIES

The Corporation:

- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of Directors, officers or members of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.

- (e) to the extent it is, or shall become, a private foundation, shall not fail to make distributions for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (f) to the extent it is, or shall become, a private foundation, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (g) to the extent it is, or shall become, a private foundation, shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (h) to the extent it is, or shall become, a private foundation, shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- (i) to the extent it is, or shall become, a private foundation, shall not make any taxable expenditures as defines in Section 4945(d) of the Code.

#### ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors or members of the Corporation, but all property and proceeds of the Corporation, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Florida Not For Profit Corporation Act, shall be distributed as directed by the Board of Directors exclusively for purposes compatible with those of the Corporation, among one or more Corporations, trusts, funds or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial pan of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for exemption under section 501(c)(3), 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding provisions of any future Federal tax law. Any of such assets not so disposed of shall be disposed of by the Circuit Court for 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.

#### ARTICLE IX DIRECTORS

The directors of the Corporation shall be elected in the manner set forth in the Bylaws. The number of directors may be increased or decreased in accordance with the procedures specified in the Bylaws, but shall not be less than three. The initial Board of Directors of the Corporation shall consist of three directors, who shall serve until the first annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE X  
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE XI  
AMENDMENTS

An amendment to these articles may be proposed by any member of the Board of Directors. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least a majority of the directors then in office.

ARTICLE XII  
INITIAL REGISTERED OFFICE AND AGENT

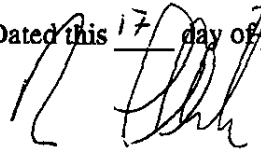
The address, including street and number of the Corporation's initial registered office is 1253 Park Street, Clearwater, FL 33756, and the name of its initial registered agent at such address is R. Carlton Ward, Esq.

ARTICLE XIII  
INCORPORATORS

The name and address of the Incorporators of the Corporation are:

R. Carlton Ward, Esq.  
1253 Park Street  
Clearwater, FL 33756

Dated this 17 day of January, 2013.

  
\_\_\_\_\_  
R. Carlton Ward, Incorporator

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

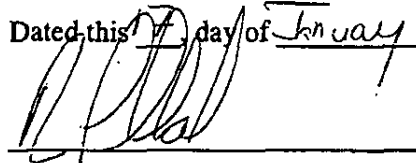
Pursuant to Chapter 48.091, Florida Statutes, the following is Submitted:

That CONCERNED BUSINESSMEN'S ASSOCIATION OF TAMPA BAY, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1253 Park Street, Clearwater, FL 33756, has named R. Carlton Ward, Esq. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 7 day of January, 2013



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