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Restated Articles

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ST. PETERSBURG DOWNTOWN NEIGHBORHOOD ASSOCIATION, INC.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
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 & Certificate of Status

X \$25.00
Change of RA Fee

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: John W. Waechter
Name (Printed or typed)

300 Beach Drive NE Apt 1503
Address

St Petersburg, FL 33701
City, State & Zip

727-480-7966
Daytime Telephone number

jwaechter225@gmail.com
E-mail address: (to be used for future annual report notification)

2022 JUN 19 10:11:14

NOTE: Please provide the original and one copy of the document.

2022 JUL 19 10:11:14

**ST. PETERSBURG DOWNTOWN NEIGHBORHOOD ASSOCIATION, INC.
RESTATED ARTICLES OF INCORPORATION**

The undersigned, for the purpose of restating its Articles of Incorporation as a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617 ("*Corporation*"), makes and adopts the following Restated Articles of Incorporation ("*Articles*");

Article 1. Name

The name of the Corporation: St. Petersburg Downtown Neighborhood Association, Inc.

Article 2. Address

The address of the principal office and the mailing address of the Corporation: 200 2nd Avenue South, Suite 101, St. Petersburg, FL 33701.

Article 3. Registered Office and Agent

Name and address of the registered agent and office: John W. Waechter, 300 Beach Drive NE, Apt 1503, St. Petersburg, FL 33701.

Article 4. No Members

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 5. Not For Profit

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article 6. Duration

The duration (term) of the Corporation is perpetual.

Article 7. Purposes

The Corporation is organized, and shall be operated exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 8. Powers

Solely for the above purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations, including but not limited to those set forth in Florida Statutes Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

Article 9. Limitation

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

Article 10. Tax Exempt Status

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under 26 U.S.C.A. §501(a), as an organization described in 26 U.S.C.A. §501(c)(3). These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. §501(c)(3). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar

law subsequently enacted.

Article 11. Dissolution

On the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, religious, educational, and scientific purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B).

Article 12. Board of Directors

There shall be a board of directors consisting of at least three individuals. The directors are elected in the manner and at the times set forth in the bylaws.

Article 13. Officers

The officers of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article 14. Article Consolidation

These adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Article 15. Bylaws

The bylaws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended, or rescinded by the board of directors.

Article 16. Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence

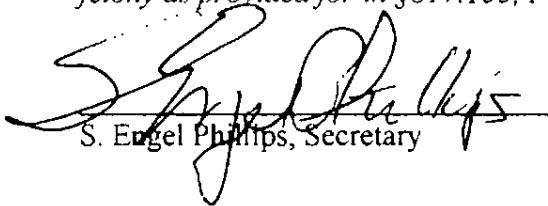
The date when corporate existence shall commence is February 10, 2016.

Article 19. Required Adoption Information

These Restated Articles of Incorporation were adopted by the Board of Directors at a meeting duly noticed and held on the 13th day of July 2022.

IN WITNESS WHEREOF, the undersigned Secretary has signed these Restated Articles of Incorporation on this 13th day of July 2022.

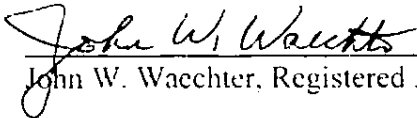
I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, F.S.


S. Engel Phillips, Secretary

**ST. PETERSBURG DOWNTOWN NEIGHBORHOOD ASSOCIATION, INC.
ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at 300 Beach Drive NE, Apt 1503, St. Petersburg, FL 33701, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: July 13, 2022



John W. Waechter, Registered Agent