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Florida Department of State
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Email Address: Richard.jacobson@btpc.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Tampa Bay Area Committee on Foreign Relations, Inc.

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Tampa Bay Area Committee on Foreign Relations, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal ~~street~~ address:
401 E. Jackson Street, Suite 2400

Tampa, FL 33602

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: See Attached Exhibit 1

ARTICLE IV MANNER OF ELECTION Directors shall be elected and appointed as provided in the Bylaws of the Corporation.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: John Bierley, Director

Address: 5414 Lykes Lane
Tampa, FL 33611

Name and Title:

Address:

Name and Title: Richard Jacobson, Director

Address: 401 E. Jackson Street, Suite 2400
Tampa, FL 33602

Name and Title:

Address:

Name and Title: Marty Solomon, Director

Address: 4925 Bay Way Place
Tampa, FL 33629

Name and Title:

Address:

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Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Richard A. Jacobson

Address: 401 E. Jackson Street, Suite 2400

Tampa, FL 33602

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Richard Jacobson

Address: 401 E. Jackson Street, Suite 2400

Tampa, FL 33602

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated 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

/s/ Richard A. Jacobson

Required Signature of Registered Agent

April 21, 2020

Date

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

/s/ Richard A. Jacobson

Required Signature of Incorporator

April 21, 2020

Date

EXHIBIT 1

Attachment to Tampa Bay Area Committee on Foreign Relations, Inc.

ARTICLE III - Purpose

CORPORATE PURPOSES; POWERS; RESTRICTIONS

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 of 1986, as amended, or a corresponding section of any future federal tax code and the regulations promulgated thereunder. Specifically, the Corporation's purposes are:

- 1) To promote understanding and discussion, in a nonpartisan spirit, of international relations and United States foreign policy through presentations of lectures by knowledgeable experts and policy officials;
- 2) To present, support or encourage participation in other educational programs and forums on international affairs, and;
- 3) To engage in other educational activities which are permitted by Florida Statutes, and which are not inconsistent with the meaning of Section 501(c)(3) of the Internal Revenue Code.

As a means of accomplishing the above purposes, in accordance with and in addition to the powers conferred by the laws of the State of Florida, the Corporation shall have the following powers:

- 1) Receiving and accepting gifts of money and property and holding the same for any of its purposes and work.
- 2) Acquiring, owning, leasing, mortgaging and disposing of property, both real and personal.
- 3) Accepting property and donations in trust for charitable purposes.
- 4) Making distributions to organizations that qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code.

In the conduct of its affairs:

- 1) The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.

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- 2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- 3) The Corporation shall not:
 - a) operate for the purpose of carrying on a trade or business for profit;
 - b) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
 - c) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to one or more organizations organized and operated exclusively for charitable or educational purposes which at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States internal revenue law) or to a federal, state, county or city government for charitable or educational public use.

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director except to the extent otherwise provided by a statute of the state of Oklahoma.

INDEMNIFICATION

The Corporation shall indemnify any director, officer or employee or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum)

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that it was in the best interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct.

Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by any contract of insurance, bylaw provision, agreement, or otherwise.

To the extent any provision of indemnification and/or reimbursement hereunder conflicts with or is otherwise limited by any provision of Florida Statutes, the provisions of such law shall prevail.

ACTION BY WRITTEN CONSENT

The Corporation may permit action by the board of directors without a meeting by written action signed by a number of the directors equal to the number of directors that would be required to take the same action at a meeting of the board of directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is taken by fewer than all of the directors, the Corporation will immediately notify all directors of the action's text and effective date. Failure to provide the notice does not invalidate the written action.

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on:

- 1) By a corporation exempt from federal income tax under Code Section 501(c)(3) or
- 2) by a corporation contributions to which are deductible under Code Section 170(c)(2).

NONDISCRIMINATION POLICY

No person on the grounds of race, religion, gender, sexual orientation or national origin shall be excluded from any activity established by the Corporation or by the Corporation in connection with its various programs, nor shall any person be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation.

AMENDMENTS

Amendments to the Corporation's certificate of incorporation may be adopted by a majority of the directors in the manner set forth in the bylaws of the Corporation.