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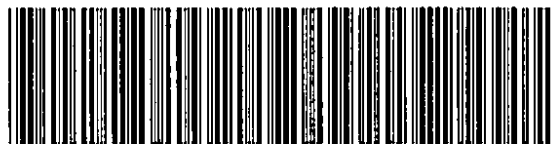
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Amended & Restate

03/17/21--01013--022 **43.75

FILED
2021 MAR 17 AM 10:22

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March 16, 2021

VIA FEDERAL EXPRESS

Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303


**Re: The Thomas Hall Tree Project, Inc.
Document Number N20000005770**

Dear Sir or Madam:

Enclosed for filing are an original and one copy of proposed Amended and Restated Articles of Incorporation, together with our check in the amount of \$43.75, payable to the Secretary of State, in payment of the filing fee (\$35.00) and certified copy fee (\$8.75). Please file the Amended and Restated Articles as soon as possible, and return a certified copy to our office by regular mail.

If you have any questions, please contact me by telephone immediately. Thank you for your assistance.

Very truly yours,


Robert E. Aylward

REA/cp
Enclosures

HALLTREEPROJECT/031621RA-SOS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE THOMAS HALL TREE PROJECT, INC.

FILED
2021 MAR 17 10:22

The Thomas Hall Tree Project, Inc., a Florida Not For Profit Corporation organized under the provisions of the Florida Not For Profit Corporation Act (the "Act"), hereby amends and restates in their entirety its Articles of Incorporation as follows:

ARTICLE 1
Name

The name of this corporation is: **THE THOMAS HALL TREE PROJECT, INC.**

ARTICLE 2
Principal Office

The principal office and mailing address of this corporation is: 5215 S. Nichol Street, Tampa, Florida 33611.

ARTICLE 3
Purpose

The purposes for which this corporation is organized are:

1. This corporation is organized 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)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, this corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of this corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of this corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Act.



2. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 these Articles of Incorporation.

3. No substantial part of the activities of this corporation shall include the 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.

4. Notwithstanding any other provision of these Articles, this 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, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Act.

ARTICLE 4 **Private Foundation**

This corporation is intended to be a public charity. However, if at any time this corporation is determined to be a private foundation, the following provisions shall apply:

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code.

5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 5
Dissolution

Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court in the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations as the circuit court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6
Directors

This corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the corporation shall be in a Board of Directors who shall have and may exercise all the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the corporation as from time to time in effect. The number of Directors and the method of election of the Directors of this corporation shall be stated in the Bylaws of this corporation.

ARTICLE 7
Registered Office and Agent

The street address of the registered office of this corporation is: 600 S. Magnolia Ave., Suite 125, Tampa, Florida 33606; and the name of the initial registered agent of this corporation is: Robert E. Aylward.

ARTICLE 8
Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas Hall	5215 S. Nichol Street Tampa, Florida 33611




ARTICLE 9
Amendment

The Directors may amend any provision contained in these Amended and Restated Articles of Incorporation in the manner provided in the Bylaws of this corporation.

ARTICLE 10
Adoption

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors on February 1, 2021. There are no members to vote on the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Chairman of the Board has executed these Amended and Restated Articles of Incorporation the 1st day of February, 2021.



THOMAS HALL,
Chairman of the Board

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Robert E. Aylward, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of his position as registered agent.


ROBERT E. AYLWARD