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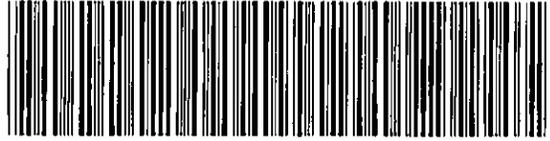
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 23, 2024

JAY K GHOSH
301 62ND AVE S
ST. PETERSBURG, FL 33705 US

SUBJECT: THE ST PETERSBURG MIDTOWN ROTARY CLUB FOUNDATION,
INC
Ref. Number: N23000011236

We have received your document for and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can only submit one document for your Amended and Restated Articles of Incorporation For the drafted document, you must include a date of adoption.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Supervisor
New Filings Section

Letter Number: 024A00016213

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

**The St Petersburg Midtown Rotary Club
Foundation, Inc.**

THE ST PETERSBURG MIDTOWN ROTARY CLUB FOUNDATION, INC. a Florida not for profit corporation ("Corporation"), was organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "Florida Corporation Act"), hereby certifies that:

1. The Corporation was originally incorporated pursuant to the Florida Corporation Act on September 18, 2023.
2. The Corporation is organized on a non-stock basis and shall not issue shares of stock

In accordance with Section 617.1007, Florida Statutes, the Articles of Incorporation of THE ST PETERSBURG MIDTOWN ROTARY CLUB FOUNDATION, INC are hereby Amended and restated to read in their entirety as follows:

ARTICLE I: NAME

The name of the corporation is **The St Petersburg Midtown Rotary Club Foundation, Inc.**

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is: 301 62nd Ave S, St Petersburg, FL 33705

The mailing address of the corporation is: PO Box 16344, St Petersburg, FL 33733-364

ARTICLE III: PURPOSES

Section 1. The Corporation has been organized exclusively for charitable, educational and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Without limiting the generality of Section above, the specific purposes of the Corporation shall be:

A. To support charitable, educational and other proper purposes within the scope of Section 501(c)(3) of the Code or by contribution to organizations that qualify as organizations exempt from taxation under Section 501(c)(3) of the Code

B. To develop such support the realization of philanthropic commitments.

C. To provide grants and scholarships in accordance with St Petersburg Midtown Rotary objectives

D. To establish policies and guidelines to attain the foregoing objectives

ARTICLE IV - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of Florida

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, through gifts, grants, endowment funds, bequests or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable and educational purposes of this corporation.

B. To make charitable contributions to any organization exempt from taxation under Section 501(c)(3) of the Code.

C. To use corporate assets directly for charitable and educational purposes.

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ARTICLE V: LIMITATION OF CORPORATE POWERS

The Corporation shall possess all powers granted to non-profit corporation under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE VI: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

ARTICLE VIII: MEMBERS OF THE CORPORATION

Section 1. The initial Members of the Corporation shall be those individuals who are members in good standing of the ~~St Petersburg Midtown~~ St Petersburg Midtown Rotary Club Inc. in St. Petersburg, Florida. The identity and number of the members as well as qualification for membership shall be in accordance with such policies and guidelines as may be established from time to time by the Board of Directors of the Corporation in its Bylaws.

Section 2. The right of Members to vote or otherwise participate in the business and affairs of the Corporation, and the other rights, privileges and benefits of Members shall be determined by the Board of Directors

ARTICLE IX: OFFICERS AND DIRECTORS

OFFICERS

Section 1. The Officers shall be elected, removed, and hold office as provided in the Bylaws

BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Directors shall be elected, removed and hold office as provided in the Bylaws.

Section 3. The name and address of each person who are now serving as Officers and Directors are:

Jay K Ghosh, President, 301 62nd Ave S, St Petersburg, FL 33705

Carole Alexander, Vice-President, 1210 22nd Street S, St Petersburg, FL 33712

Ana Claudia C. Kapoor, Secretary, 2243 Mermaid Point NE, St Petersburg, FL 33703

Connie Going, Treasurer, 5070 42nd Street South, St Petersburg, FL 33711

Linda Marcelli, Director, 5220 31st Ave South, Gulfport, FL 33707

ARTICLE X: AMENDMENTS

These Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Board of Directors of The St Petersburg Midtown Rotary Club Foundation, Inc. on June 5, 2024.

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto. The power to alter, amend or repeal these Articles of Incorporation shall be exercised by the Board of Directors of this Corporation

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ARTICLE XI – INDEMNIFICATION

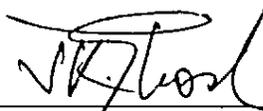
The Corporation shall indemnify each incorporator, director and officer of the Corporation to the full extent permitted by law.

ARTICLE XII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 301 62nd Ave S, St. Petersburg, Florida 33705.

Section 2. The Registered Agent of the Corporation located at said address shall be Jay K Ghosh.

IN WITNESS WHEREOFF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19 day of June 2024



Jay K Ghosh, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jay K Ghosh, Registered Agent

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TALLAHASSEE, FL

August 19, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attn: Ms. Summer Chatham, Supervisor, New Filing Section

Re: THE ST PETERSBURG MIDTOWN ROTARY CLUB FOUNDATION, INC.

Ref. No. N23000011236

In response to your letter of July 23, 2024, and per my telephone discussion with your office, please find the following:

- Amended and Restated Articles of Incorporation for the above mentioned Corporation. The date of adoption is included in the 'Amendment' section
- Copy of your letter dated July 23, 2024, for reference

Hope these satisfy the requirements. Please feel free to contact me if you have further questions or need additional information.

Sincerely



Jay K. Ghosh, President

St Petersburg Midtown Rotary Club Foundation, Inc

Ph: 972 679 9698; email: ghosh.jayk@gmail.com

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