

N25123

FILING OF DOCUMENTS

RE: Restated and Amended Articles
of Incorporation of Tri-City AMBUCS, Inc.
and

Date: 5 September 1997

Our File # AMBUCS, Inc.

Certificate of Designation of Registered Agent/Registered Office
and Acceptance of Appointment as Registered Agent

41010002237574--U
09/08/97-01151-001
*****35.00 *****35.00

Enclosed is the original of the **Restated and Amended Articles of Incorporation of Tri-City AMBUCS, Inc.**, with appropriate corrections made concerning the use of the word "initial" regarding directors, officers and/or registered agent, as requested. Please file the original and return a copy to our office.

Our check # 0650 in the amount of \$35.00 covering the Filing Fee for the **Restated and Amended Articles of Incorporation of Tri-City AMBUCS, Inc.** has been previously received by your office, as referenced in your letter of July 14, 1997 (attached).

Also enclosed for filing is the **Certificate of Designation of Registered Agent/Registered Office and Acceptance of Appointment as Registered Agent** (attached to Certificate) and a copy of your letter of August 4, 1997 requesting written acceptance by the registered agent and the registered agent's signature. Please file the original and return a copy to our office.

Our check # 0659 in the amount of \$35.00 covering the Filing Fee for the above referenced documents is included, and was verified as the correct fee per my conversation of 6 August 1997 with Teresa Brown of your Department.

Please contact me if you have any questions or need additional information.

Bonnie O. Jordan
Law Clerk

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

Law Offices
RAYMOND L. PARRIS, P.A.
1217 Ponce de Leon Blvd.
Clearwater, FL 34616-1285
(813) 586-4224 or 849-1958

:bj Encls

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

TRI-CITY AMBUCS, INC.

A NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned corporation amends and restates its prior Articles of Incorporation in their entirety and adopts the following Restated and Amended Articles of Incorporation as follows:

1. The name of the corporation is the:

Tri-City Chapter of National AMBUCS, Inc.

2. The period of duration of the corporation shall be perpetual.

3. The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and in carrying out such purposes, the corporation shall:

- a. Operate as a grant-making entity, in connection with which the corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than an organization exempt from the federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall make distributions to or for the benefit of organizations exempt from the federal income tax under section 501(c)(3) of the Code which organizations' purposes may include, but are not limited to: relief of the poor and distressed or of the under privileged; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening of the burdens of Government; and promotion of social welfare by organizations designed to accomplish any of the above purposes, or (i) to lessen neighborhood tensions; (ii) to eliminate prejudice and discrimination; (iii) to defend human and civil rights secured by law; or (iv) to combat community deterioration and juvenile delinquency.

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ATTACHED
AND
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- b. Operate to quicken the appreciation of the human and spiritual rather than the material values of life, to develop by precept and example a more intelligent, aggressive and service-conscious citizenship, to provide a means for the rendering of altruistic service and the wholesome upbuilding of the community, and to cooperate and collaborate with other civic bodies in the development and maintenance of high civic idealism and consciousness.
4. The corporation shall serve as a not-for-profit corporation for the purpose of soliciting, accepting and receiving funds from any and all public and private sources and shall use these funds solely for the purposes hereinabove set out.
5. In order to prosecute the objects and purposes set forth hereinabove properly, the corporation shall have full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise, dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the 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 Bylaws of the corporation, or any laws applicable thereto. The corporation shall have the full power and authority to do any other act or thing incidental to or connected with the foregoing purposes in advancement thereof but not for the pecuniary profit or financial gain of its directors, officers, or members, except as permitted by the provisions of laws of the State of and the several amendments thereto.
6. The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of or be distributable to any member, director, or officer of the corporation, or to any individual, except that the corporation shall be authorized to pay compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, and no member, director or officer of the corporation, of any individual shall be entitled to share in the distribution of the corporate assets upon dissolution of the corporation.
7. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to The Living Endowment Fund, Inc., a North Carolina Nonprofit Corporation which is a tax-exempt supporting organization to National AMBUCS, Inc., under Internal Revenue Code sections 501(c)(3) and 509(a)(3) respectively. If The Living Endowment Fund, Inc. shall fail to qualify as a section 501(c)(3), tax-exempt organization or having qualified, shall fail or refuse to accept this said distribution upon the dissolution of the corporation or the winding up of its affairs, then, and in that event, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or education organizations which would then qualify under the provisions of Section 501(c)(3) and to which contributions are then deductible under Section 170(c)(2) exist or as they may hereafter be amended or shall be distributed to the federal government or to a state or local government for a public purpose.

10. As long as the corporation is deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, it shall comply with the provisions of the following paragraphs:

- a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- b. The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code.
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the code.
- e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

11. The Directors herein named shall adopt By-Laws substantially in the form provided by National AMBUCS, Inc., which, with the provisions herein contained, shall contain provisions for the governance or the membership, directors, organization, and officers of the Chapter. Such Bylaws may be amended as provided therein.

12. The corporation shall have such members as may be provided in the Bylaws.

13. Directors of the corporation shall be elected in the manner provided in the Bylaws.

14. The address of the registered office of the corporation is as follows:

Street Address: 1201 Seminole Blvd. #568
City Name: Largo
State, Zip Code: Florida, 33770
County: Pinellas

15. The name of the registered agent of the corporation at the above address is:

Richard Zammito

16. The principal office of the corporation shall be located at:

Street Address: 1217 Ponce de Leon Blvd.
City Name: Clearwater
State, Zip Code: Florida, 34616
County: Pinellas

Mailing Address: P.O. Box 934
City Name: Largo
State, Zip Code: Florida, 33779
County: Pinellas

17. The number of persons constituting the Board of Directors shall be as specified in the corporations' Bylaws from time to time.

18. The name and address of the incorporator is Charles Perry, 511 Rosery Rd., N.E., #7B, Largo, FL 34640.

19. These Articles of Incorporation may be amended by the chapter but only upon: (i) the affirmative vote of two-thirds (2/3) of the members eligible to vote at a properly called meeting thereof, (ii) the affirmative vote of two-thirds (2/3) of the directors eligible to vote at a properly called meeting thereof, and (iii) the written consent of the Executive Director of National AMBUCS, Inc. Notwithstanding the foregoing, proposed amendments shall be presented to the members and directors as set forth in the Bylaws.

There were no members entitled to vote on the Amendments, and the foregoing Amendments were duly approved and adopted by an unanimous resolution of the Board of Directors on this 2nd day of July, 1997.

IN WITNESS WHEREOF, the President and Secretary Corporation have executed this Restated and Amended Articles of Incorporation to the Articles of Incorporation, dated February 16, 1988.

TRI-CITY AMBUCS, INC.


By: Raymond L. Parri, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of July, 1997, by Raymond L. Parri, as President of Tri-City Ambucs, Inc., a Florida corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ who has produced _____ as identification.

sign Tamika L. Smith

print Tamika L. Smith

Notary Public, State of Florida

My Commission # CC588447

My Commission Expires: 9-25-2000

(SEAL)



Tamika L. Smith
My Commission CC588447
Expires Sep. 25, 2000

N25123

Requestor's Name	
Address	
City/State/Zip	Phone #

Office Use Only

FILING OF DOCUMENTS

RE: Restated and Amended Articles
of Incorporation of Tri-City AMBUCS, Inc.

Date: 2 July 1997

Our File # AMBUCS, Inc.

Enclosed is the original of the **Restated and Amended Articles of Incorporation of Tri-City AMBUCS, Inc.** Please file the original and return a copy to our office.

Also enclosed is our check # 0650 in the amount of \$35.00 covering the Filing Fee.

Please contact me if you have any questions or need additional information.

Bonnie O. Jordan
Law Clerk

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*****35.00 *****35.00

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

Law Offices
RAYMOND L. PARRI, P.A.
1217 Ponce de Leon Blvd.
Clearwater, FL 34616-1285
(813) 586-4224 or 813-586-1958

:bj Encls

☐	Fictitious Name	☐	Foreign
☐	Name Reservation	☐	Limited Partnership
		☐	Reinstatement
		☐	Trademark
		☐	Other

CR2E031(1/95)

Amended & Restated

Examiner's Initials

APPROVED
FILED
97 JUL - 11 PM '97
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

W25123
HPG
RAOM
9-8-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 4, 1997

BONNIE O. JORDAN
RAYMOND L. PARRI, P.A.
1217 PONCE DE LEON BLVD.
CLEARWATER, FL 34616-1285

SUBJECT: TRI-CITY AMBUCS, INC.
Ref. Number: N25123

We have received your document for TRI-CITY AMBUCS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 097A00039378

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

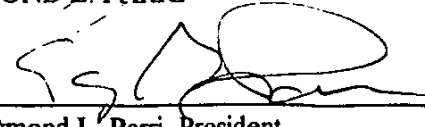
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Tri-City AMBUCS, Inc.
2. The street address of its current registered office is:

129 Harbor View Lane
Largo, FL 34640
3. The street address of the new registered office is:

1201 Seminole Blvd. #568
Largo, FL 33770
4. The name of its current registered agent is: Richard Zammito
5. The name of the new registered agent is: Louis Zammito
6. The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

RAYMOND L. PARRI

By: 

Raymond L. Parri, President

DATE

9/3/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ADMITTED
FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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 AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF MY POSITION AS REGISTERED AGENT.

LOUIS ZAMMITO

BY 
Louis Zammito, Registered Agent

DATE 9/3/97