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TRANSMITTAL LETTER

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

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-08/20/01--01121--002

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

SUBJECT: ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TAXPAYERS ASSOCIATION, INC.

Enclosed is an original and one (1) copy of the Articles of Amendment to Articles of Incorporation and a check for \$35.00.

THOMAS R. MCKEON
11122 137TH STREET N.
LARGO, FLORIDA
(727) 596-5967

FILED
01 AUG 20 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC Amend
8-27-01
MS

ARTICLES OF AMENDMENT
TO
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OF
TAXPAYERS ASSOCIATION, INCORPORATED

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SECRETARY OF STATE
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DOCUMENT NUMBER

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

ARTICLE I
ORGANIZATION

1. The name of the organization shall be:

TAXPAYERS ASSOCIATION, INC.

ARTICLE II
PRINCIPAL OFFICE

300 S. Duncan Avenue, #299
Clearwater, Florida 33755

ARTICLE III
PURPOSES

Section 1. The Taxpayers Association, Inc. is a non-partisan, non-profit organization of citizens dedicated to the following:

- a. Is organized exclusively for charitable, educational, and to inform, and advise the members of the association and when feasible, the voters of Florida, about existing and pending tax law/proposals, within the meaning of section 501(c)(3) of the Internal Revenue Code.
- b. To provide a climate where the issue of taxation is discussed. To provide the most accurate information available and address all sides of an issue equally.
- c. To provide taxation input to the various city, county, state and educational bodies in the spirit of cooperation in finding constructive solutions to tax problem that affect us all.

d. To protect the rights and interest of our property owners and to mobilize public support in an effort to promote efficient and fairer governmental revenue production system.

e. To provide an avenue of communication and cooperation between other non-partisan, non-profit taxation organizations.

ARTICLE IV
REGISTERED AGENT

Thomas R. McKeon
11122 137th Street N.
Largo, FL 33774-4135

ARTICLE V
PROHIBITIONS

Section 1. Will not endorse any political campaign on behalf of or in opposition to any political candidate for public office.

Section 2. Will not engage in any form of lobbying, or publish or distribution of statements in behalf of any candidate.

ARTICLE VI
PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

ARTICLE VII
MEMBERSHIP

Membership in this corporation shall be open to all citizens of the United States. Membership will not be based on race, religion or gender.

ARTICLE VIII
MEETINGS

Section 1. The Annual Meeting and election of officers shall be held each year in January, the time, date and place shall be determined by the Executive Board.

a. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll in this organization a notice telling the time and place of such annual meeting.

Section 2. Regular meetings of this organization shall be held as deemed by the President.

Section 3. Special meetings of this corporation may be called by the president when he deems it for the best interest of the corporation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 10 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of a simple majority of the Executive Board or a simple majority of the members of the corporation, the President shall cause a special meeting to be called, but such request must be made in writing at least 15 days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without a majority consent of those present at such meeting.

Section 4. A quorum will be constituted by those members present, excluding the members of the Executive Board, as defined in Article IX, Section 1.

Section 5. The parliamentary rules as stated in "Roberts' Rules of Order" shall govern all proceedings and deliberations of the corporation.

ARTICLE IX

VOTING

Section 1. At all meetings, except for the election of Officers and the Executive Board, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

Section 2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Officers and the Board. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

Section 3. No inspector of election shall be a candidate for office.

ARTICLE X
ORDER OF BUSINESS

1. Invocation and the Pledge of Allegiance to the flag of the United States of America.
2. Roll Call of Officers.
3. Treasurer's Report
4. Reading of the Minutes of the preceding meeting.
5. Reports of Committees.
6. Reports of Officers.
7. Old and Unfinished Business.
8. New Business.
9. Adjournment..

ARTICLE XI
OFFICERS

Section 1. The Officers of this organization shall be as follows:

Curtis A. Holmes, President
300 S. Duncan Avenue, #299
Clearwater, Florida 33755

Thomas R. McKeon, Secretary/Treasurer
11122 137th Street N.
Largo, Florida 33774

Section 2. The terms of office of the Officers of this organization shall be for one (1) year. The election of Officers shall be at the annual Meeting in January. In referring to officers herein, the masculine shall be used but shall also mean to refer to the feminine, when applicable.

ARTICLE XII
DUTIES OF OFFICERS

Officers shall by virtue of their office be members of the Board of Directors.

1. President: The President shall preside at all membership meetings. He shall preside over all meetings of the corporation and of the Board of Directors.

a. He shall present an Annual Report to the membership at the Annual Meeting in January.

b. He shall appoint all committees, temporary or permanent.

c. He shall see that all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the corporation.

d. Regular Meetings of the corporation shall be called by the President. The President of this corporation by virtue of his office shall be Chairman of the Board of Directors .

2. Vice President: The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the corporation with all the rights, privileges and powers as if he had been the duly elected president.

3. Secretary: The Secretary shall keep the minutes and records of the corporation in appropriate books. It shall be the duty of the Secretary to file any certificate required by any statute (Federal or State) and be the official custodian of the records and seal of this corporation. The Secretary shall give and serve all notices to the members of this corporation and shall attend to all correspondence of the corporation and exercise all duties incident to the office of Secretary. The Secretary of this corporation shall maintain the membership list of this corporation.

4. Treasurer: The Treasurer shall have the care and custody of all monies belonging to the corporation and shall be solely responsible for such monies or securities of the corporation. He shall cause to be deposited, the funds of the corporation in a regular business bank, trust company or savings bank except that the Executive Board may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at all Regular Meetings a written account of the finances of this corporation and shall present the report to the Secretary. The Treasurer will maintain a list of the membership and dues paid. The Treasurer shall exercise all duties incident to the office of Treasurer.

ARTICLE XIII **BOARD OF DIRECTORS**

Section 1. The Directors of this organization shall be as follows:

Patrick H. Wheeler
4939 Kernwood Court
Palm Harbor, FL 34685

Doug MacPherson
P.O. Box 22412
Tampa, FL 33622

David Greer
4413 30th Street W.
Bradenton, FL 34207

Section 2. The business of this corporation shall be managed by an Board of Directors, consisting of 3 Directors, together with the Officers of this organization.

Section 3. The Directors to be chosen for the ensuing year shall be chosen at the Annual Meeting of this organization in the same manner and style as the Officers of this organization and they shall serve for a term of two (2) years, staggered.

Section 4. The Board of Directors shall have the control and management of the affairs and business of this corporation. The Board of Directors shall only act in the name of the corporation when it shall be regularly convened by the President after due notice to all members of the Board of Directors of such meeting.

Section 5. A simple majority of the members of the Board of Directors shall constitute a quorum and all meetings of the Board of Directors will be called by the President. Each member of the Board of Directors shall have one vote and such voting may not be done by proxy.

Section 6. Vacancies in the Board of Directors shall be filled by a vote of the majority of the membership present at the next regular meeting of the membership, for the balance of the term of that office.

Section 7. A Board Member may be removed when sufficient cause as determined by the membership exists for such removal.

Section 8. The Board of Directors may entertain charges against any Board Member. A Board Member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion considered necessary for the best interests of the corporation.

ARTICLE XIV SALARIES

No officer or director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the corporation for duties other than as a director or officer. The Board of Directors shall hire and fix the compensation of any and all employees who they in their discretion may determine to be necessary for the conduct of the business of the corporation. No officer or director may be a paid employee.

ARTICLE XV
COMMITTEES

All members of standing committees of this corporation shall be appointed by the President and their term of office shall be for a period of one year or less, if sooner terminated by the action of the Board of Directors.

The standing committees shall be:

Section 1. A Finance Committee composed of the Treasurer and four other members who shall be appointed by the President promptly after each annual meeting. It shall be the duty of this committee to prepare a budget for the corporation.

Section 2. A Program and Projects Committee composed of the Vice President and four members who shall be appointed by the President promptly after the annual meeting, whose duty it shall be to plan the programs and any special projects of the corporation.

Section 3. An Auditing Committee of three members who shall be appointed by the President at the annual meeting, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the next regular meeting following the annual meeting.

Section 4. A Membership Committee of five members who shall be appointed by the President at the annual meeting, whose duty it shall be to interview, investigate and recommend for or against membership. The rules and membership criteria shall be submitted in written form by the Committee and approved by the Board of Directors.

Section 5. Such other committees, standing or special, who shall be appointed by the President as deemed necessary to carry on the work of the corporation. The President and Treasurer shall be ex-officio member of all committees.

ARTICLE XVI
DUES

There shall be no dues of this corporation, all monies shall be voluntary donations.

ARTICLE XVII
INDEMNITY

The corporation shall indemnify its Officers and Directors as follows:

Section 1. Every Officer and Director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or

her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Board member, Officer, or Agent of the corporation or is or was serving at the request of the Corporation as a Board member, Officer, or Agent of the Corporation, or any settlement thereof, whether or not he or she is a Board member, Officer, or Agent at the time such expenses are incurred, except in such cases wherein the Board member, Officer, or Agent is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being for the best interests of the corporation.

Section 2. The corporation shall indemnify any person who is or was a Board member, Officer, or Agent of the Corporation or is or was serving at the request of the Corporation as Board member, Officer, or Agent of the Corporation, against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

Section 3. The Board of Directors may, in it's discretion, direct the purchase of liability insurance by way of implementing the provisions of this article.

ARTICLE XVIII **ELIMINATING PERSONAL LIABILITY**

Officers and the Board of Directors shall have no personal liability to the Corporation for damages for breach of fiduciary duty as an Officer or Board member. This provision does not eliminate or limit the liability of an Officer or Board member for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law.

ARTICLE XIX **AMENDMENTS**

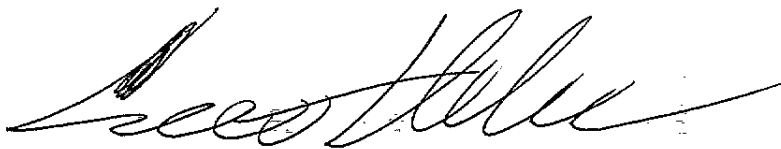
These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty (60%) percent of the members present at the Annual Meeting. All proposed amendments to these bylaws must be presented to the membership in writing 30 days prior to the annual meeting.

ARTICLE XX **DISSOLUTION**

Upon dissolution of this Corporation, the assets shall be distributed to The Heritage Foundation, Washington, D.C.

ARTICLE XXI
INCORPORATOR

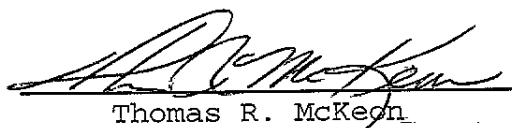
Curtis A. Holmes
300 S. Duncan Avenue, #299
Clearwater, Florida 33755



Curtis A. Holmes

August 14, 2001

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 all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Thomas R. McKeon

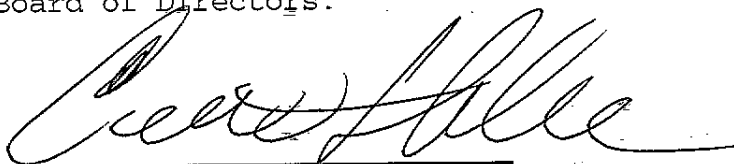
August 14, 2001

ARTICLE XXII
DATE OF ADOPTION

These Articles of Amendment were adopted on August 14, 2001

ARTICLE XXIII
ADOPTION OF AMENDMENTS

There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.



Curtis A. Holmes

President - 0

August 14, 2001