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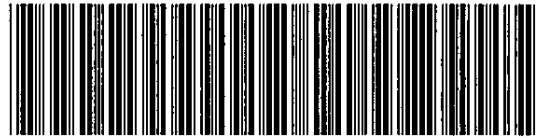
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Amended
Restated
Articles
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 27 AM 10:36

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53005

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21 May 2008

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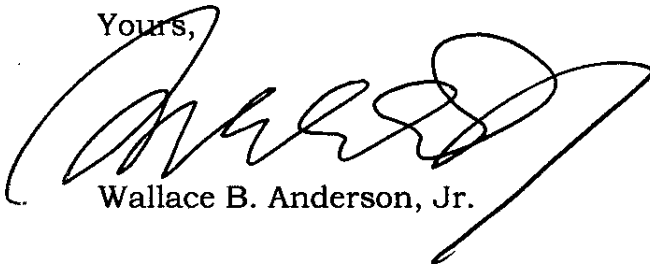
In Re: Articles of Amendment for the Tampa Bay Academy of Hope, Inc.

Ladies and Gentlemen:

Enclosed is my law firm check, number 5181, for \$35.00 in payment of filing fee for the Articles of Amendment for the Tampa Bay Academy of Hope, Inc.

Please date stamp the copy of the Articles of Amendment enclosed for that purpose and return in the enclosed envelope.

Yours,

A large, stylized handwritten signature in black ink, appearing to read 'W. Anderson', is written over the typed name.

Wallace B. Anderson, Jr.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TAMPA BAY ACADEMY OF HOPE, INC.
Document Number
N96000003795

FILED
2008 MAY 27 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 617.10006, *Florida Statutes*, THE TAMPA BAY ACADEMY OF HOPE, INC., a Florida Not For Profit Corporation, through its Board of Directors, amends and restates, in their entirety, its Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is: THE TAMPA BAY ACADEMY OF HOPE, INC.

ARTICLE TWO
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT:

James M. Evans
1702 N. Nebraska Ave.
Tampa, Florida 33602-2522

ARTICLE THREE
INITIAL AND CURRENT REGISTERED AGENT,
WHO IS A RESIDENT OF FLORIDA
AND WHOSE ADDRESS IS:

James M. Evans
1702 N. Nebraska Ave.
Tampa, Florida 33602-2522

ARTICLE FOUR
NO AUTHORIZED OR ISSUED SHARES
NO MEMBERS

The Corporation is not organized for profit; it shall have no capital stock, shall not be authorized to issue capital stock.

The Corporation shall have no members.

ARTICLE FIVE
TAX EXEMPT PURPOSES OF THE CORPORATION

A. The Corporation is organized exclusively for educational and charitable 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law ("Code").

1. To receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law.

2. To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income received for any of the above mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received.

3. No gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of Section 501(c) (3) of the Code, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code.

4. To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.

5. In general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida law for educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. No part of the net earnings of the 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.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Code and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

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

1. By a corporation exempt from federal income tax under §501(c)(3) of the Code, or

2. By a corporation, contributions to which are deductible under §170(c) (2) of the Code.

ARTICLE SIX
SPECIFIC CORPORATE PURPOSES

A. The Corporation will organize and conduct a comprehensive educational and training program for educationally disadvantaged, low-income young people to prepare them for careers which will assist them to become economically and personally self-sufficient.

B. The Corporation shall strive to educate the African American Community of Tampa and of Hillsborough County of its economic disadvantages and its economic opportunities.

C. This will be accomplished by:

1. Conducting town hall meetings, on an *ad hoc* basis, to address specific issues facing the African American Community of Tampa and of Hillsborough County,

2. Conducting, with other community based groups, town hall meetings, on a regular basis, to establish a strategic plan for the African American Community of Tampa and of Hillsborough County, and.

3. Sponsoring meetings of the African American business owners and African American professionals to encourage mutual support.

D. The education for the economic needs of the African American community will include publishing, at no charge to them, a directory of all African American owned businesses in Tampa and in Hillsborough County. To be an African American owned business, at least 51% of the equity interest in the business entity must be owned by African Americans.

1. The Tampa Bay African American Business Directory will be a source for federal, state, county, city, and other elected officials to recruit African American owned business for government contracts.

2. The Tampa Bay African American Business Directory will be a economically self-sustaining with advertising revenue used for its publication and any revenue in excess of its publication costs to be used for the purposes of the Corporation.

3. The Tampa Bay African American Business Directory will be available to all to encourage greater support of African American Businesses.

E. To encourage community participation, the Corporation will conduct public events designed to recognize members of the community who have contributed to the furthering the purposes of the Corporation.

F. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE SEVEN ELECTION OF BOARD OF DIRECTORS

The Incorporator will be a Director and will appoint six (6) additional directors for a total of seven (7); replacements will be approved by a majority of the sitting Directors

ARTICLE EIGHT LIMITATION ON CORPORATE POWERS

The corporate powers are as provided in Section 617.0302, *Florida Statutes*, unless limited as approved in the By-Laws of the Corporation

ARTICLE NINE

NAME AND ADDRESS OF INCORPORATOR AND INITIAL REGISTERED AGENT

James M. Evans
19006 Silverbrook Drive
Tampa, FL 33647-1869

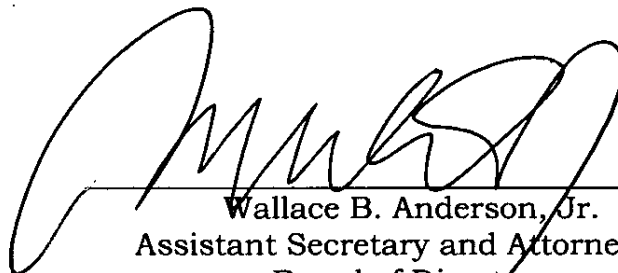
ARTICLE TEN

EFFECTIVE DATE AND METHOD OF ADOPTION

A. The effective date of the adoption of these Amended and Restated Articles of Incorporation was 20 July 2006.

B. These Amended and Restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors of the Corporation at a meeting of the Board of Directors where a quorum was present on 20 July 2006.

Dated 21 May 2008



Wallace B. Anderson, Jr.
Assistant Secretary and Attorney for
Board of Directors
THE TAMPA BAY ACADEMY
OF HOPE, INC.