

N98000007803

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000285362 3)))



H210002853623ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEPP & SITTERSON
Account Number : I20060000135
Phone : (305) 789-3200
Fax Number : (305) 789-4137

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: scombs@uacdc.org

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
UNIVERSITY AREA COMMUNITY DEVELOPMENT
CORPORATION, I**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

2021 JUL 27 AM 9:12
STATE
ALLAHASSEE FLORIDA

FILED

RECEIVED
2021 JUL 27 PM 1:33

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
UNIVERSITY AREA COMMUNITY DEVELOPMENT CORPORATION, INC.
A Florida "Not for Profit" Corporation**

FILED
2021 JUL 27 AM 9:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Florida Not for Profit Corporation Act"); do adopt the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION.

The name of the corporation is **UNIVERSITY AREA COMMUNITY DEVELOPMENT CORPORATION, INC. ("UACDC")**.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of UACDC is located at 14013 North 22nd Street, Tampa, Florida 33613.

ARTICLE III. MAILING ADDRESS.

The mailing address of UACDC is 14013 North 22nd Street, Tampa, Florida 33613.

ARTICLE IV. REGISTERED AGENT.

The name of the registered agent of UACDC is Kareem J. Spratling, Esq. The address of the registered agent is Bryant Miller Olive P.A., 201 North Franklin Street, Suite 2700, Tampa, Florida 33604.

ARTICLE V. DURATION.

UACDC shall have perpetual existence or until such time as the Board of Directors of UACDC shall adopt a resolution recommending that UACDC be dissolved pursuant to the Florida Not for Profit Corporation Act.

ARTICLE VI. MEMBERSHIP.

The provisions regarding membership shall be set forth in the Bylaws.

ARTICLE VII. BOARD OF DIRECTORS.

The provisions regarding the Board of Directors of UACDC shall be set forth in the Bylaws.

ARTICLE VIII. INCORPORATORS.

The name and address of the incorporator is:

Kareem J. Spratling, Esq., Outside General Counsel
Bryant Miller Olive P.A.
201 North Franklin Street, Suite 2700
Tampa, Florida 33604

Outside General Counsel is acting as "incorporator" solely for the purpose of incorporating UACDC for purposes of the Florida Not for Profit Corporation Act, and thereafter, Outside General Counsel shall have no other rights, privileges or obligations with respect to UACDC other than those stated in these Articles of Incorporation, the Bylaws of UACDC or by express direction or approval of UACDC.

ARTICLE IX. CORPORATE PURPOSES.

The purposes for which this Corporation is formed are all legal purposes, including, but not limited to the following, subject to the limitations provided in Article X of these Articles of Incorporation:

Section 1: Improvement. To improve the economic, educational and social levels of those residents of the blighted communities surrounding the Tampa campus of the University of South Florida who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines; to foster and promote community-wide interest and concern for the problems of said residents to the end that: (a) educational, economic, cultural and recreational opportunities for these residents may be expanded; (b) sickness, poverty, crime, violence, juvenile delinquency, juvenile dependency and illiteracy may be reduced; (c) the physical deterioration of the community may be reversed, and (d) racial tensions, prejudice, and discrimination, economic and otherwise, may be eliminated.

Section 2: Advancement. To advance UACDC's charitable purposes by raising funds and operating the County-owned University Area Community Center Complex in the University Area of Hillsborough County where educational, cultural, vocational and housing programs will be planned and conducted for the residents served by UACDC and their children, which will lessen the burdens of government, prevent juvenile delinquency, foster economic self-sufficiency, strengthen families, improve public health and promote the social welfare.

Section 3: Lasting Relief. In order to provide lasting relief from the poverty of the underprivileged residents, to promote the economic self-sufficiency of the residents, and to combat community deterioration, all of which will decrease the burdens on government, UACDC shall seek to: (a) expand the opportunities available to said residents to own, manage and operate business enterprises; (b) to assist said residents in developing the skills necessary for the successful operation of business enterprises; (c) to revitalize the community by encouraging and assisting existing businesses and

institutions to re-invest in this economically distressed area, and to (d) facilitate physical improvements in the blighted commercial areas of the community so that businesses can succeed and will remain there as employers for the unemployed and underemployed residents of the area served by UACDC.

Section 4: *Expand Opportunities.* To expand opportunities available to area residents to obtain low-cost housing, through the encouragement and facilitation of new construction or the rehabilitation of existing substandard buildings.

Section 5: *Aid, Support and Assist.* To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6: *All Other Lawful Activities.* To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

ARTICLE X. 501(C)(3) LIMITATIONS.

Section 1: *Corporate Purposes.* Notwithstanding any other provisions of these Articles of Incorporation, UACDC shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Section 2: *Exclusivity.* UACDC is organized exclusively for charitable and educational purposes.

Section 3: *No Private Inurement.* UACDC is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. UACDC shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out UACDC's charitable and educational purposes. The property, assets, profits and net income of UACDC are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

Section 4: *Advocacy and Political Campaigns.* No substantial part of the activities of UACDC shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and UACDC shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 5: *Dissolution.* Upon winding up and dissolution of UACDC, the assets of UACDC remaining after payment of all debts and liabilities shall be distributed to an

organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If UACDC holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which UACDC's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Section 6: Private Foundation Status. In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, or the corresponding section of any future federal tax code, UACDC shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI. CORPORATE POWERS.

This Corporation shall have all powers allowed a corporation not for profit under the laws of the State of Florida, including the Florida Not for Profit Corporation Act, except for powers which would endanger UACDC's status as a section 501(c)(3) organization.

ARTICLE XII. BYLAWS.

The Board of Directors, by a majority vote of all directors then in office, shall make or amend Bylaws to govern the management and administration of UACDC, in a manner not inconsistent with these Articles of Incorporation.

ARTICLE XIII. AMENDMENTS.


The provisions regarding amendments shall be set forth in the Bylaws.

Article XIV. INDEMNIFICATION.

The provisions regarding indemnification shall be set forth in the Bylaws.

These Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of UACDC on May 10, 2019 and member approval was not required.

IN WITNESS WHEREOF, the undersigned, being Chair and Secretary of, and on behalf of UACDC, have executed these Articles of Incorporation this 10th day of May, 2019.


Tony Coleman, Chair

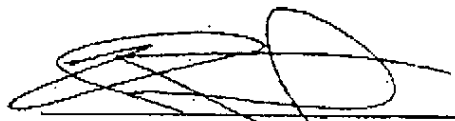
ATTEST:


Francis Joseph, Secretary

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for the **UNIVERSITY AREA COMMUNITY DEVELOPMENT CORPORATION, INC.**, a Florida not-for-profit corporation. I am familiar with and accept the obligations of the position of registered agent, and agree to comply with the provisions of all statutes relating to the proper performance of my duties.

Dated: 05/10/2019


Kareem J. Spratling, Esq.,
Outside Legal Counsel

[Signature Page | Amended and Restated Articles of Incorporation of UACDC] |

CLERK OF STATE
TALLAHASSEE, FL 32310

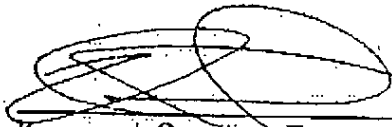
2021 JUL 27 AM 9:12

FILED

CERTIFICATE OF ACCEPTANCE AS INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

Dated: 05/10/2019


Kareem J. Spratling, Esq.,
Outside Legal Counsel

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2021 JUL 27 AM 9:12

FILED