

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 23 AM 10:27

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Project Restoration

Foundation, Inc

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Signature \_\_\_\_\_

Requested by: Cher 6.16 937

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☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

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\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

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\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

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98 JUN 16 AM 9:19  
DIVISION OF CORPORATIONS

RP  
06-23-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 16, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: PROJECT RESTORATION FOUNDATION  
Ref. Number: W98000013828

We have received your document for PROJECT RESTORATION FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of 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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 298A00033446

# ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

OF

96 JUN 23 AM 10:28

PROJECT RESTORATION FOUNDATION, Inc.  
a Florida Non-Profit Corporation

## ARTICLE I.

Name.

The name of the Corporation shall be PROJECT RESTORATION FOUNDATION, Inc.

## ARTICLE II

Principle Office.

The principal office of this Foundation shall be located at 1024 S. 78th Street, Tampa, Florida 33619, County of Hillsborough, State of Florida. until otherwise established by an amendment of the Articles or by the Board of Directors and a record of such change is filed with the Secretary of State in the manner provided by law.

This corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of this corporation may require.

Seal.

The corporate seal shall have inscribed thereon the name of this corporation, the year of its organization and the words "Corporate Seal, Florida". The corporate seal may be affixed and attested but the affixation or attestation of the corporate seal shall not be necessary for the dues execution of any filing or any document or any other purpose by this corporation under the statutes.

## ARTICLE III

Purposes.

The purposes for which this Foundation is formed are as follows:

- (a) To promote and strengthen optimal development and education of families and children through social and economic revitalization and community revitalization and community development in the communities located in the Central And Southern area of Hillsborough County, Florida.

- (b) The purposes for which the corporation is organized are exclusively educational, charitable, scientific, literary and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- (c) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the correspondent provision of any future United States Internal Revenue law.

#### Powers of the Incorporation.

The Corporation shall have the power to undertake any legal activity necessary to fulfill its purpose provided that if Section 501 (c) (3) is obtained, no such action shall violate any restrictions imposed by Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code.

### ARTICLE IV

#### Prohibited Activities.

Notwithstanding any other provision of these Bylaws of the Articles of Incorporation, this Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

### ARTICLE V

#### Membership.

##### Section 1. Shareholders as Members.

All shareholders shall automatically be members of the foundation. All members possessing the following qualifications shall be required to be shareholders hereof and entitled to vote such shares:

- (a) Active Members
- (b) Life Members.

## Section 2. Eligibility.

Any person interested in the objects and purposes of this organization and agrees to be bound by the Article of Incorporation and Bylaws thereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for membership upon the payment of the proper dues, as hereinafter provided.

## Section 3. Classification of Members.

(a) **Active Members.** Active members shall be subject to all the duties and obligations of the organization and shall be required to engage actively in the various projects of the organization. They shall attend meetings regularly, be entitled to vote, hold office and sponsor new members.

(b) **Sustaining Members.** Sustaining members shall not be required to participate actively in the myriad projects of the organization but who shall enjoy all privileges of membership such as the right to serve on the Board of Directors, to vote, and to sponsor new members. They shall not, however, have the privilege of holding an elective office or serving on the nominating committee. Sustaining members shall be required to contribute annual dues in the sum of \$ 100.

(c) **Life Members.** Life members are those persons who shall pay a minimum amount of \$ 1000. at any one time, such amount to be determined from time to time by the Board of Directors. They shall have all of the privileges of active members including the right to vote and hold an elective office but shall not be required to pay any duties hereafter.

(d) **Honorary Members.** The Board of Directors at any duly called meeting may elect honorary members of the organization by a majority vote of director after a quorum is present. Such members shall be exempt from the payment of any dues or assessments whatsoever and shall be entitled to all of the privileges of active members except the right to vote or hold office.

## Section 4. Duration.

All classes of membership shall be on one (1) year duration and shall be required to be renewed annually by the payment of the required dues, except for honorary and life members who are not required to pay any dues after their installation as a member.

## Section 5. Dues.

Dues shall be payable in advance on the First day of January in each fiscal year. For new members the dues shall be prorated from the first day of the month such person becomes a member to the remainder of the fiscal year.

#### Section 6. Rights of members.

The right of a member to vote and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

#### Section 7. Application and Membership.

A prospective member shall be eligible for membership upon the presentation of an approved application by the Membership Committee for election by the Board of Directors.

#### Section 8. Membership Committee.

The Membership Committee shall consist of the Vice-President as Chairman, two members selected by the Chairman from the general membership. If a prospective member shall be sponsored by an active member of the organization, the decision of the Board of Directors to accept such prospect for membership shall be final.

#### Section 9. Resignation.

Any member may resign from the organization by delivering a written resignation to the President or Secretary and to the Membership Chairman.

#### Section 10. Default & Termination.

If any member shall default in the payment of dues for a period three (3) months from the commencement of the fiscal or calendar year for which such dues are payable, his or her membership shall be terminated by the Board of Directors by a two-third vote thereof, provided that written notice of such action and delinquency shall have been mailed by certified mail to the member at this last known address at least fifteen (15) days prior to the date such action is taken. Notice of such meetings shall state the place, date, time and purpose of the meeting.

#### Section 11. Reinstatement.

A member who has resigned in good standing may apply to the Membership Chairman for reinstatement. Upon the approval by the Membership Committee and the Board of Director, and the payment by such member of the current dues, he or she shall be thereupon reinstated.

## ARTICLE VI

### Membership Meetings.

#### Section 1. Annual Meeting.

The membership shall hold annual meetings on the 20<sup>th</sup> day in the month of January each year at the principal office of the Foundation, or at such other place or places as may be determined by the CEO and the President. If such date is a legal holiday, then the meeting shall be held on the next succeeding Monday not a legal holiday. The date, time and place shall be set by the Board of Directors. Notice of such meeting shall be given to all members, officers and directors at their last known address at least ten (10) days prior to the date of the meeting. An agenda for such meeting shall be included in such notice.

#### Section 2. Special Meetings.

Special meetings of the members may be called at any time by the President or Vice President, or by any two (2) members of the Board of Directors. Such meeting must be called by the President or Vice President upon the receipt of the written request of one-third of the members. Written notice of such meeting, stating the time, place and purposes thereof shall be served by mail upon each member of the organization not less than ten (10) nor more than fifteen (15) days before such meeting, at his or her last known address.

#### Section 3. Quorum.

At any meeting of members, the presence of a majority of the members entitled to vote in person or by proxy shall be necessary to constitute a quorum for all purposes, and the act of a majority of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the charter of the organization. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a majority of the members present in person or by proxy without the notice other than by announcement at the meeting and without further notice to the absent members. At any adjourned meeting at which quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

#### Section 4. Voting Rights.

(a) At every meeting of members, each member entitled to vote, shall be entitled to vote in person or by proxy duly appointed in writing which bears a date not more than eleven (11) months prior to such meeting unless such proxy provides for a longer period. The vote for directors and, upon the demand of any member, on any question before the meeting, shall be by ballot. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote. The election of directors shall be by ballot in addition to any other issue, when deemed necessary by the President or Vice President.

(b) Subject to the provisions of Florida laws and the Articles of Incorporation dealing with cumulative voting, each holder of capital stock in this foundation shall be entitled at each membership meeting to one (1) vote for every share of stock standing in his name on the books of the foundation; but transferees of shares that are transferred on the books of the foundation within 10 days next preceding the date set for a meeting shall not be entitled to notice of or the right to vote at said meeting.

(c) Proxies. Any shareholder entitled to vote may vote in person or by proxy executed in writing by the shareholder or his attorney in fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated.

#### Section t. Order of Business.

The order of Business at membership meetings shall be as follows:

- A. Calling the roll of members.
- B. Proof of notice of meeting or waiver of notice submitted.
- C. Reading of minutes of previous meeting.
- D. Reports of Officers.
- E. Reports of committees
- F. Election of Board of Directors and new members.
- G. Unfinished business.
- H. New Business.

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting.

The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.

#### Section 6. Inspectors of Election.

The members may at each annual meeting elect or appoint two persons, who need not be members, to act as inspectors of election for the purpose of tabulating and counting the ballots in the election of directors or the votes rendered on any other issue before the meeting.



## Section 7. Informal Actions by Shareholders.

Any action that may be taken at a shareholders' meeting may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the foundation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those shareholders who have not consented in writing to such action taken.

## ARTICLE VII

### Board of Directors

Section 1. The general management of the affairs of the organization shall be vested in the Board of Directors and Chief Executive Officer.

#### Section 2. Chief Executive Officer:

There shall be one Chief Executive Officer who shall be elected by vote of the majority of the Directors. He shall vote on any matters that exists on any issue. His role shall be the (tie breaker) deciding vote.

#### Section 3. Number of Directors.

The number of directors shall be not less than three (3) nor more than seven (7), which may be changed from time to time by an amendment of these bylaws in the manner herein provided.

#### Section 4. Election of Directors.

The Board of Directors shall be elected by the members of the organization at the annual meeting of members by a majority vote of the members present at such meeting, as provided in Section 1 of Article VI hereinabove.

#### Section 5. Duties and Powers of Directors.

The Board of Director shall have the authority to:

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. Admit, suspend or expel members,
- c. appoint committees on particular subject from members of the board or from the

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- membership of the organization,
- d. audit bills and disburse the funds of the organization,
  - e. print and circulate documents and publish articles,
  - f. carry on correspondence and communicate with other associations with the same interests,
  - g. employ agents,
  - h. devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interest and welfare of the members,
  - i. remove any or all of the officers of the organization with due cause prior to the termination date of such office,
  - j. elect substitute director in the event any director resigns or is removed from office prior to the termination date of such office,
  - k. terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization, and
  - l. employ, retain, or terminate any employees of the Foundation whose contract involves more than \$ 50,000 annually.

## ARTICLE VIII

### Meetings of the Board of Directors.

#### Section 1. Annual Meetings.

The annual meeting of the Board of Directors shall be held in the month of each year immediately following the membership meeting at the principal office of the Foundation or at such other place or places as may be determined by the President.

#### Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the President, by any two members of the Board of Directors or by a majority of the members of any Executive Committee that may be in existence at such time, for any specific purpose. Written notice shall be given

stating the purpose of such meeting and shall be either delivered to each member of the Board of directors or mailed to the last known address of such director at least five (5) days prior to the meeting date.

### Section 3. Regular Meetings.

The Board of Directors shall hold regular meetings on a quarterly basis during the months of March, June, September, and December of each year. The date, time and place shall be set by the President. Reasonable notice of such meetings shall be communicated to each member of the board at his or her last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice.

### Section 4. Quorum, Voting.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

### Section 5. Absence.

Should any member of the Board of Directors absent himself for unreasonably from three (3) consecutive meetings of the board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the board, his or her seat on the board may be declared vacant and the board may vote to select a substitute director from the membership of the organization to serve until the remainder of his or her own term.

### Section 6. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

### Section 7. Removal, Termination of Office.

Any one or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue hereinabove.

### Section 8. Delegation of Authority.

The Board of Director shall delegate authority to any Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 9. Eligibility for Membership.

Only members in good standing shall be qualified to become members of the Board of Directors.

Section 10. Election of Directors.

(a) The President shall be appointed by three (3) members in good standing at least three (3) months prior to the annual meeting who shall serve as a Nominating Committee to select the Directors of the foundation who shall be elected at said meeting.

(b) At the annual meeting held after the adoption of the bylaws, an election by ballot shall be held by the members of no less than 3 directors; one-third shall be elected for a term of one year, one-third for term of two (2) years, and one-third for term of three (3) years. If there should be a number that cannot be divided by three, than the extra number of directors shall serve three year terms.

(c) At each subsequent annual meeting an equal number of directors equal to those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any director may be re-elected.

(d) At all elections for members of the Board of Director only active voting members in good standing may be qualified to case their votes for such directors.

Section 11. Installation of Directors.

The installation of office of those directors who have been elected in any particular year shall be held on the 10<sup>th</sup> day of the month immediately following the date of the annual meeting at which such new members of the Board of Director were elected.

Section 12. Voting of Directors.

Each member of the Board of Director shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting.

Section 13. Order of Business.

The order of business at Board of Directors meetings shall be the same as provided in Section 5 of Article VI except that the election shall be for officers of the foundation and for members of the Executive Committee.

Section 14. Inspectors of Election.

The directors present at any meeting of the Board of Directors may elect or appoint two (2) persons who need not be directors to act as inspectors of election, for the purpose of tabulating and counting the ballots in the election for officers or in the voting on any other issue before such meeting.

#### Section 15. Compensation of Directors.

The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and a director may also be a salaried officer of this corporation.

#### Section 16. Liability.

The directors of the foundation shall not be personally liable for its debts, liabilities, or other obligations.

#### Section 17. Indemnification of Directors, Officers and Employees.

1. Third Party Actions. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee, or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of this corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in, or not opposed to, the best interests of this corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.
2. Derivative Actions. Any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection

with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of this corporation; except, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or willful misconduct the performance of his duty to this corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of this corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Circuit Court or such other court shall deem proper.

3. — Mandatory Indemnification. To the extent that a director, officer, employee or agent as above described has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
4. Procedure for Effecting Indemnification. Any indemnification under sections 1 or 2 of this Article (unless ordered by a court) shall be made only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such subsection. Such determination shall be made:

(I) By the vote of the Board of Directors consisting of directors who were not parties to such action, suit or proceedings; or

(II) If such action is not obtainable, or even if obtainable the vote of the disinterested directors so directs, by independent legal counsel in a written opinion.

5. Advancing Expenses. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceedings may be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this corporation as authorized in this Article.
6. Supplementary Coverage. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity

and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. When Indemnification Not Made. Indemnification pursuant to this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
8. Grounds. Indemnification pursuant to this Article, under any by-law, agreement, vote of directors or otherwise, may be granted for any action taken or any failure to take any action and may be made whether or not this corporation would have the power to indemnify the person under any provision of law except as provided in this Article and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of this corporation. Such indemnification is declared to be consistent with the public policy of the State of Florida.
9. Power to Purchase Insurance. This corporation may, by action of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability under the provisions of this Article.
10. Creation of a Fund to Secure or Insure Indemnification. This corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any matter its indemnification obligations, whether arising under or pursuant to this Article or otherwise.

## ARTICLE IX

### Officers.

#### Section 1. Number.

The officers of the Foundation shall be the Chief Executive Officer, President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Directors from time to time.

## Section 2. Term of Office.

Officers shall be elected by the Board of Directors by ballot at the annual meeting of the Board of Directors immediately following the membership meeting. Officers shall serve for one year.

## Section 3. Installation, Commencement of Duties.

The officers newly elected at the annual meeting of the Board of Directors shall be installed and the office on the day of the month immediately following the date of the annual meeting, simultaneously with the installation of the Board of Directors.

## Section 4. Election.

The officer of the Foundation shall be elected annually by the board of Directors in the following manner:

(a) The President shall appoint three (3) directors at the regular board meeting in March to serve as a Nominating Committee to select the officers of the Foundation to be elected at the annual meeting.

(b) The duty of the Nominating Committee shall be to select such officers from among the members of the Board of Directors believed to be best qualified for each office and to submit such names to the board at least one month prior to the annual meeting of the board.

## Section 5. Consent to Election.

Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

## Section 6. Multiple Offices.

No person shall be on the ballot for more than one office.

## Section 7. Vacancies in Office.

Should the office of the President become vacant by reason of termination or resignation during the term of office, the first Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Executive Committee.

## Section 8. Duties of Officers.

### A. Chief Executive Officer



It shall be the duty of the Chief Executive Officer to preside at all meetings of the members, Board of Directors, and any Executive Committee. He or she shall have the power to appoint the Executive Committee. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Foundation approved by the Board of Directors. He or she shall be ex-officio member of all committees, except the Nominating Committee. He or she shall select all inspectors of election. He or she shall be authorized to sign checks on the corporation's bank account except any check for an amount in excess of \$10,000.00; such checks shall require the approval of the Board of Directors. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the election of the Nominating Committee.

B.     Contacts Requiring Approval of Members.

Notwithstanding anything to the contrary herein provided, any contract, check, or obligation in excess of the sum of \$ 10,000.00 shall be submitted to a meeting of the members of the foundation and the affirmative action of majority of such members present at such meeting (at which a quorum shall be present) in good standing, shall be deemed the action of the entire membership of the foundation.

C.     First (Executive) Vice President.

The First Vice President shall act for the President in his absence. He or she shall be empowered to sign checks on the Foundation's account in his absence, along with the Treasurer. He or she shall serve on all committees in the absence of the President in the event of the President's absence or inability to serve. He or she shall serve as Ways and Means Chairman.

D.     Second Vice President.

The Second Vice President shall act in the absence of the President and First Vice President. He or she shall serve as Program Chairman. In the absence of the Secretary he or she shall record the minutes of the meetings of the Board of Directors and the Executive Committee.

E.     Third Vice President.

The Third Vice President shall serve as Membership Chairman and shall keep an up to date accurate list of membership. He or she shall be responsible for processing the applications for membership and presenting them to the Board of Directors, sending notice of dues, sending membership cards and keeping records of membership status, resignations, and reinstatements.

F.     Recording Secretary.

The Recording Secretary shall take and keep the minutes of all meetings of the membership, Board of Director and Executive Committee. He or she shall furnish a copy of the

minutes to the President immediately after each meeting and shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports. In the absence of the Recording Secretary, the President may appoint a temporary Recording Secretary.

G. Corresponding Secretary.

The Corresponding Secretary shall handle promptly all necessary correspondence of the foundation as directed by the President. He or she shall submit copies of official communications for the President's file. The Corresponding Secretary shall order and maintain for the organization supplies, stationery, etc. as may be required from time to time. In the event no newsletter can be sent he or she shall mail out cards containing notice of Board of Directors and members general and other meetings.

H. Treasurer.

The Treasurer shall receive and deposit all funds in the name of the foundation in a bank approved by the Board of Directors. He or she shall sign checks for the disbursement of funds with the counter-signature of the President or the First Vice President. Current financial records shall be kept at all times and reports on the financial status of the foundation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. The books of the Foundation shall be delivered to his or her successor, duly audited, immediately following the termination of the office and the election of a new Treasurer. The Treasurer shall serve as the Chairman of the Budget and Finance Committee.

I. Reports of Officers.

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the President from time to time and deliver to their successors all official material not later than ten (10) days following the election and installation of their successors.

J. Compensation.

The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and a director may also be a salaried officer of this corporation.

## ARTICLE X

### Committees.

I. The Foundation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its objects and purposes. All committees shall serve for one year. The committees shall be as follows:

A. Executive Committee.

1. The Executive Committee shall be composed of the elected officers of the Foundation. It shall be the duty of the Executive Committee to discharge the business of the Foundation in accordance with the policy decisions of the Board of Directors. Members of the Committee shall serve in an advisory capacity to the President and shall approve the Chairmen of all other committees. The Executive Committee shall designate the Certified Public Accountant to make the annual audit of the Treasurer's books and records.
2. Meetings. The Executive Committee shall meet as often as shall be necessary to discharge its duties. The President or the First Vice President, shall have the power to call such meetings. Reasonable notice of these meetings shall be sent to the last known address of each officer. An agenda of the actions to be taken at such meeting shall be provided.
3. Quorum, Voting. A majority of the Executive Committee shall constitute a quorum, which shall be sufficient to discharge its duties.
4. Reports. The Executive Committee shall be required to report its activities to the Board of Directors at the annual, regular and special meetings. The Committee shall record its deliberations and decisions in a special log to be prepared and maintained by the Secretary.

B. Ways and Means Committee.

1. Composition. This committee shall be comprised of not less than 3 nor more than 5 members.
2. Appointment. The President shall appoint and remove the Chairman of the Ways and Means Committee. The Chairman shall appoint and remove all members of this committee.
3. Meetings and Reports; Function. The function of the Ways and Means Committee shall be to seek and recommend methods of acquiring and raising funds for the Foundation from persons or other entities in the private sector of the community. It shall meet as often as necessary and shall provide reports to the Executive Committee on request of the President. Upon the recommendations of the Board of Directors and the Membership, if required the Chairman shall carry out such recommendations.

C. Program Committee.

1. Function. The function of the Program Committee to select suitable speakers or entertainment for programs presented from time to time.
2. Composition. The Committee shall be composed of not less than 3 nor more than 5 members.
3. Appointment. The President shall appoint and remove the Chairman of the Program Committee. The Chairman shall appoint and remove the members of this Committee.
4. Meetings and Reports. The Program Committee shall meet as often as shall be necessary to perform its functions and shall report to the Executive Committee on request of the President.

D. Membership Committee.

1. Function. The function of the Membership Committee shall be the processing of applications for membership and presenting them to the Board of Directors for approval, sending notices of dues and membership cards and keeping records of membership status, resignations and reinstatements. It shall additionally seek new ways to attract new members and hold various functions for initiating applications for membership, all with the approval of the President and Executive Committee.

E. Budget and Finance Committee.

1. Composition. The Budget and Finance Committee shall be composed of five (5) persons.
2. Appointment. The members of this committee shall be appointed and selected in the following manner:

The President shall appoint and remove two (2) members of the committee from the Board of Directors; two (2) committee members shall be appointed and selected by the active members, and the Treasurer shall be the Chairman of this committee.

3. Function. The function of this committee shall be to draft and submit the annual budget of the Foundation and to review and evaluate all financial plans of the various committees presented by the respective chairmen, and to review and evaluate the financial structure and operations of the Foundation.
4. Meetings, Reports. The committee shall meet as often as shall be necessary in order to perform its functions and shall report to the Executive Committee on the request of the President. The annual budget of the Foundation shall be submitted

for approval at the annual meeting of the membership in June. Copies of such proposed budget shall be mailed to each member together with the notice of such meeting.

F. Building Committee.

1. Composition. The Building Committee shall be comprised of not less than 3 nor more than 5 persons.
2. Appointment. The President shall appoint and remove the Chairman of this committee and the Chairman shall appoint and remove the members of this committee.
3. Function. The function of this committee shall be to evaluate and supervise the maintenance and repair of the building and property owned by or leased by the Foundation.
4. Meetings, Reports. The committee shall meet as often as shall be necessary to perform its functions and shall report to the Executive Committees and to the Board of Directors.

G. Bylaw and Charter Revision Committee.

1. Composition. This committee shall be comprised of not less than 3 nor more than 5 persons.
2. Appointment. The Chairman of this committee shall be appointed by the President and the Chairman shall appoint and remove the members of this committee.
3. Function. The committee shall be responsible for making recommendations on proposed or requested changes and amendments of the Articles of Incorporation and Bylaws of the Foundation and for carrying out such changes after approval by the Board of Directors and Members.
4. Meetings, Reports. The committee shall meet as often as necessary to perform its functions and shall report to the Executive Committee and Board of Directors when requested.

In addition to the foregoing committees there shall be such other committees as may be necessary for the conduct of business and to carry out the objects and purposes of the organization. The President shall appoint the Chairman of the following committees with the approval of the Board of Directors. The Chairman of each of the following committee shall be a member of the Board of Directors and each chairman shall report when requested to the Board

of Directors at their respective meetings and submit written report to the President of their activities:

1.     Publicity Committee.

The purpose shall be to arrange publicity, such as newspaper, radio, television, and other sections of the media for the general benefit of the organization including special fund raising activities if and when requested by the chairman of such special activity, and shall keep an accurate and up to date record of the publicity.

2.     Newsletter.

The purpose shall be the compiling and distributing the newsletter to all members. The newsletter should include notices of the time, place, and dates of the board and general meetings, announcements, and any activities of news and interest pertaining to the organization.

3.     Education and Culture Committee.

The purpose shall be to arrange for various cultural and education lectures or seminars for the membership as well as any youth groups and may appoint sub-committees for the following when approved by the Board of Directors: Education and project finding.

4.     Parliamentary Advisor.

The Parliamentary Advisor shall have the full knowledge of the charter and bylaws of the Foundation and will render advice on procedures to be followed at meetings or conferences when requested by the President, Executive Committee and the Board of Directors so to do. He or she shall be appointed by the President.

II.    Notwithstanding the foregoing, all the above committees shall have such powers as can be lawfully delegated to them by the Board of Directors, subject, however, to the following limitations: No such committee shall have the authority or power to:

- (a)    Approve or recommend to the Board of Directors or officers any actions or proposals that are required under Florida law to be approved only by directors.
- (b)    designate or make any nominations for officers or members of the Board of Directors.
- (c)    fill any vacancies in office or on the Board of Directors or any committee thereof.
- (d)    Amend the bylaws of the foundation.
- (e)    authorize or approve the reacquisition or redemption of shares of stock of the

foundation unless pursuant to a general formula or method recommended by the Board of Directors.

- (f) authorize or approve the issuance or sale of, or any contract to issue or sell, shares of stock, or designate the terms of a series of a class of shares, except that the Board of Directors, having acted in regard to general authorization for such issuance or sale of shares of stock or any contract therefore and, in case of a series, the designation thereof, may, pursuant to a general formula or method specified by the Board of Directors by resolution or by adoption of a stock option plan or any such contract for the sale of shares, and to fix the terms upon which such shares may be issued or sold including, without limitation, the price, rate or manner of payment of dividends, provisions for redemption, sinking fund, conversation, and voting or preferential rights, and provisions for other features of a class of shares or a series of a class of shares for filing with the Department of State under Florida statutes providing therefor.

The Board of Directors, by resolution adopted in accordance with Section A hereinabove, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members ;at any meeting of such committee.

Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of the committee in question with his responsibility to act in good faith, in a manner he reasonably believes to be in the best interests of the foundation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## ARTICLE XI

### Bylaw or Charter Amendment.

The Bylaws or the Articles of Incorporation of the Foundation may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the members at which a quorum shall be present. Notice of the proposed change shall be mailed to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

The proposed change or amendment to the Bylaws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Director by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

Upon approval and ratification of such amendment to the Bylaws or Charter of the

Foundation by the members as above set forth, the Bylaw Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request.

## ARTICLE XII

### Parliamentary Authority.

The Rules contained in Roberts Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Foundation, or with any laws in effect of the State of Florida.

## ARTICLE XIII

### Fiscal Year.

The Fiscal Year of the Foundation shall commence on the 25<sup>th</sup> day of May and terminate on the 24<sup>th</sup> day of May 1999.

## ARTICLE XIV

### Seal.

The Foundation shall have a seal of such design as may be approved by the Board of Directors.

## ARTICLE XV

### Distribution of Assets

Upon dissolution, liquidation and winding up of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Foundation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine.



## **ARTICLE XVI**

### **Share Certificates and the Transfer of Shares.**

#### **Section 1. Share Certificates.**

The share certificates shall be in a form approved by the board of Directors. Each certificate shall be signed by the President and Secretary and shall be stamped with the corporate seal.

#### **Section 2. Registered Shareholders.**

The foundation shall be entitled to treat the holder of record of shares as the holder in fact and, except as otherwise provided by the laws of Florida, shall not be bound to recognize any equitable or other claim to or interest in the shares.

#### **Section 3. Transfers of Shares.**

Shares of the foundation shall only be transferred on its books upon the surrender to the foundation of the share certificates duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer. In that event, the surrendered certificates shall be cancelled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the foundation.

## **ARTICLE XVII**

### **Indemnification.**

The foundation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of shareholders, who were not parties to such action, suit or proceeding, in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the directors or shareholders, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the foundation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

## ARTICLE XVII

### Contacts, Checks, Deposits

#### Section 1. Contracts.

The Board of Director may authorize any officer or agent of the Foundation to enter into any contract or to execute and deliver any instrument or document on behalf of the Foundation, which authority may be general or specific.

#### Section 2. Deposits.

All fund received by the Foundation shall be deposited to the credit of the Foundation in such banks or other depositories as may be approved and authorized by the directors.

#### Section 3. Checks.

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Foundation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors. Unless otherwise authorized, such instruments shall be signed by the Treasurer, or an Assistant Treasurer, and the President or the Vice President.

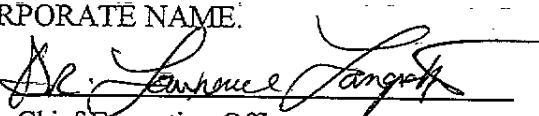
## ARTICLE XIV

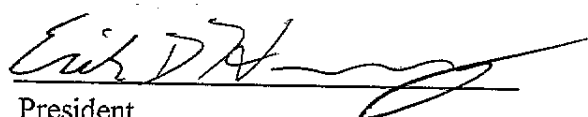
### Records.

The Foundation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Board of Directors, at the principal office of the Foundation. All such records may be inspected by any director members, or the agent or attorney of either, or any proper person, at any reasonable time.

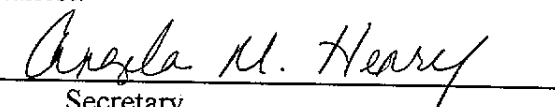
DATED & ADOPTED: \_\_\_\_\_

CORPORATE NAME: \_\_\_\_\_

By:   
Chief Executive Officer

By:   
President

Attest:

  
Secretary

THE INCORPORATORS OF THIS FOUNDATION SHALL BE:

*Chief Executive Officer:*

Dr. Lawrence Langston  
1024 South 78<sup>th</sup> Street  
Tampa, Florida 33619

*President:*

Erik D. Henry  
1003 West Kentucky Avenue  
Tampa, Florida 33603

*Executive Vice President:*

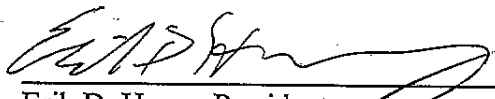
Lana Langston  
1024 South 78<sup>th</sup> Street  
Tampa, Florida 33619

*Recording Secretary:*

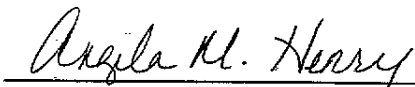
Angela M. Henry  
1003 West Kentucky Avenue  
Tampa, Florida 33603

Done this 31 day of May, 1998.

  
Dr. L. Langston, Chief Executive Officer

  
Erik D. Henry, President

  
Lana Langston, Exec. Vice President

  
Angela M. Henry, Recording Secretary

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: \_\_\_\_\_

Project Restoration Foundation, Inc.

2. The name and street address of the registered agent and office is: \_\_\_\_\_

Erik D. Henry

1024 S. 78th St.

Tampa, FL 33619

HAVE 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.

Erik D. Henry

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DIVISION OF CORPORATIONS  
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