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1.) Tampa-Hillsborough Urban Properties And Services, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
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3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION

TAMPA-HILLSBOROUGH URBAN PROPERTIES AND SERVICES, INC.

A Florida Nonprofit Corporation

RECITALS

WHEREAS, the Tampa-Hillsborough Urban League, Inc., (the "League") is a not for profit corporation organized and existing under the laws of the State of Florida; and,

WHEREAS, the League is an interracial, nonprofit community service organization which has been affiliated with the National Urban League, Inc. since 1922; and,

WHEREAS, the mission of the League is to ensure that black people, other minorities and the poor have an equal opportunity to develop and exercise their full human potential; and,

WHEREAS, the League seeks to fulfill its mission by organizing and conducting various programs and activities that address and serve the needs of its constituents; and,

WHEREAS, the League is exempt from Federal Income taxes under Section 501(c)(3) of the Internal Revenue Code; and,

WHEREAS, the League has been determined not to be a "private foundation" within the meaning of Section 509(a)(1) of the Internal Revenue Code; and,

WHEREAS, the League's Board of Directors deems it advisable and has authorized the formation of a not for profit corporate subsidiary; and,

WHEREAS, said not for profit corporation shall engage in activities that are consistent with the mission of the League and that advance the corporate purposes set forth hereinafter.

NOW, THEREFORE, the League, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, hereby makes and adopts the following Articles of Incorporation:

ARTICLES I

NAME

The name of the Corporation is TAMPA-HILLSBOROUGH URBAN PROPERTIES AND SERVICES, INC. (the "Corporation"). The address is 1405 Tampa Park Plaza, Tampa, Florida 33605.

**ARTICLE 2**  
**NOT FOR PROFIT SUBSIDIARY**

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

The Corporation shall be a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary gain nor profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members or Directors. However, 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 of the Corporation. All net earnings of the Corporation, less all funds reserved for maintenance and for other corporate purposes, shall be donated to the League in connection with the conclusion of each of the Corporation's fiscal years. Upon the dissolution of the Corporation, all assets of the Corporation shall be distributed to the League. The Corporation shall at all times be subject to the authority of and governance by the League. The Corporation is organized on a nonstock basis and shall not issue shares of stock.

**ARTICLE 3**  
**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 4**  
**PURPOSES**

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To hold title to real and personal property heretofore and hereafter acquired by the League or the Corporation.

B. To acquire real and personal property for the purpose of making such property available for use by the League, subject to the League's payment of fair market compensation to the Corporation for the use thereof.

C. To enter into leases, rental agreements, license arrangements and the like with the League so as to make the Corporation's real and personal properties available to the League at fair market rates upon other commercially reasonable terms.

D. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

E. To do such other things that are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE 5 MEMBERS**

The Corporation shall have Members who shall be elected and removed as provided in the By-Laws.

#### **ARTICLE 6 INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 1405 Tampa Park Plaza, Tampa, Florida 33605 and the name of its initial Registered Agent at that address is Joanna N. Tokley. (Same as the Corporation's Principal address).

#### **ARTICLE 7 INITIAL BOARD OF DIRECTORS**

Subject at all times to any limitations prescribed by the Members pursuant to the By-Laws, the management of the Corporation shall be vested in its Board of Directors. The Directors shall be elected and removed as provided in the By-Laws. The number of Directors constituting the initial Board of Directors is five (5). The number of directors shall never be less than three. The name and address of each initial Director of the Corporation is as follows:

| NAME           | ADDRESS  |
|----------------|--|
| Thomas Huggins | 4601 West Kennedy Blvd, Ste 124<br>Tampa, Florida 33601    |
| Richard Egbert | 7650 W. Courtney Campbell Causeway<br>Tampa, Florida 33601 |

|               |   |
|---------------|---|
| Alma S. Hires | P. O. Box 5096<br>Tampa, Florida 33675-5096     |
| Sara Wilhite  | 3812 Gunn Highway<br>Tampa, Florida 33624       |
| Bobby Bowden  | 306 East Jackson Street<br>Tampa, Florida 33602 |

#### ARTICLE 8 OFFICERS

The Officers of the Corporation shall consist of a Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, President & CEO and such other officers and assistant officers as may be provided in the By-Laws. Each Officer shall be elected and removed as provided in the By-Laws. The name and address of each initial officer of the Corporation is as follows:

| NAME             | ADDRESS  | TITLE                   |
|------------------|--|-------------------------|
| Thomas Huggins   | 4601 W. Kennedy Blvd<br>Suite 124<br>Tampa, Florida 33601            | Chairman                |
| Richard Egbert   | 7650 W. Courtney<br>Cambell Causeway<br>Tampa, Florida<br>33607-1462 | First Vice<br>Chairman  |
| Bobby Bowden     | 306 East Jackson St.<br>Tampa, FL 33602                              | Second Vice<br>Chairman |
| Alma S. Hires    | P.O. Box 5096<br>Tampa, Florida<br>33675-5096                        | Secretary               |
| Sara Wilhite     | 3812 Gunn Highway<br>Tampa, Florida 33624                            | Treasurer               |
| Joanna N. Tokley | 1405 Tampa Park Plaza<br>Tampa, Florida 33605                        | President/CEO           |

**ARTICLE 9  
INCORPORATOR**

The name and address of the Incorporator is as follows:

| <b>Name</b>  | <b>Address</b>                                |
|--|---|
| Tampa-Hillsborough Urban League, Inc.,<br>a Florida Not for profit Corporation | 1405 Tampa Park Plaza<br>Tampa, Florida 33605 |

**ARTICLE 10  
AMENDMENT**

Amendments to these Articles shall be proposed by the Board of Directors or by the Members at any regular or special meeting of the Directors or the Members at which a quorum is present. A two-thirds (2/3) vote of the Members at a regular special meeting of the membership at which a quorum is present shall be necessary to amend these Articles, provided that the notice of the meeting set forth the proposed amendment. Amendment of the Articles require a two-thirds vote of the total members.

**ARTICLE 11  
INDEMNIFICATION**

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE 12  
BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors and the Members.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10th day of December, 1998.

INCORPORATOR:

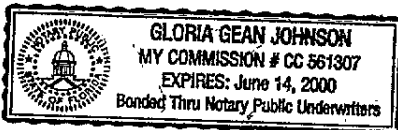
TAMPA-HILLSBOROUGH URBAN LEAGUE INC.,  
a Florida non-profit corporation

By: Joanna N. Tokley  
Joanna N. Tokley, President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me on this 10th day of December 1998 by Joanna N. Tokley, the President of the Tampa-Hillsborough Urban League, Inc., a Florida non-profit corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



Gloria Gean Johnson

Notary Public  
Commission No. CC 561307

My Commission Expires: 6/14/2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TAMPA-HILLSBOROUGH URBAN PROPERTIES AND SERVICES, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 10th day of December, 1998

Joanna N. Tokley  
Joanna N. Tokley  
Registered Agent