

N46518

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 APR 28 AM 8:35

Amended & Restated Cert.

*US
4/02*

Tampa Bay Survey & Mapping Scholarship Fund, Inc.

3118 Kensington Ave, Tampa, FL 33629

Tel 813-831-4869

E Mail Ladylester@AOL.com

Information on the above Corporation may be obtained by writing to the above address.

Division of Corporations
PO Box 6327
Tallahassee
FL 32314

April 12, 2005

Dear Sir

Tampa Bay Survey and Mapping Scholarship Fund Inc

The Board of Directors of the above fund met on April 12th 2005 and adopted a Corporate Resolution amending and restating the Articles of Incorporation of the above Fund.

I attach originals of the Corporate Resolution, the amended and restated Articles of Incorporation and a check for \$35,

Sincerely

A handwritten signature in black ink, appearing to read "J. Lester", with a stylized flourish at the end.

John Lester
Treasurer



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2005

JOHN LESTER
3118 KINSINGTON AVE.
TAMPA, FL 33629

SUBJECT: TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC.
Ref. Number: N46518

We have received your document for TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 305A00027530

RECEIVED

05 APR 28 AM 9:20

DIVISION OF CORPORATIONS

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC.
A Florida Non-Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 APR 28 AM 8:36

I, JOHN LESTER, the undersigned incorporator, for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida, certify that the following are the Amended and Restated Articles of Incorporation of Tampa Bay Survey and Mapping Scholarship Fund, Inc.

ARTICLE I

NAME, DURATION, REGISTERED OFFICE AND AGENT

- (a) The name of the Corporation is TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC., also doing business as TBSMSF Inc., hereinafter referred to as "the Corporation."
- (b) The existence of the Corporation will be perpetual.
- (c) The initial registered office of the Corporation will be located at 3118 Kensington Avenue, Tampa, Florida 33629.
- (d) The initial registered agent of the Corporation is John Lester whose address is 3118 Kensington Avenue, Tampa, Florida 33629 and whose mailing address is 3118 Kensington Avenue, Tampa, Florida 33629.

ARTICLE II

PURPOSE

- (a) The purpose of the following is to further education in the field of land surveying and mapping, and to provide assistance to future land surveyors to obtain degrees in land surveying and mapping, and in general to provide scholarship aide in the form of

grants, loans, and gifts, in accordance with the availability of funds for such purposes.

The Fund may pay all or part of the tuition, or other fees for courses in land surveying and mapping at a Florida university or other educational institution primarily for, but not limited to, students in the Tampa Bay area. The Fund shall raise money through gifts and donations, as well as other means to furnish all necessary funding.

Scholarships, grants and loans shall be available to applicants without regard to sex, race, religion, or national origin or other forms of discrimination prohibited by local ordinance.

- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE III

POWERS

The Corporation is empowered:

- (a) To do all lawful things necessary to carry out the purposes stated in Article II.
- (b) To have all the corporate powers enumerated in the Florida Not For Profit

Corporation Act not inconsistent with these articles and appropriate for not for profit corporations.

ARTICLE IV

DIRECTORS

- (a) The Board shall be comprised of seven (7) members.
- (b) Two (2) Directors shall be appointed by the President of the West Coast Land Surveyors Association. One of these Directors will be designated as the Board's Arbitrator by said President.
- (c) Two (2) Directors shall be appointed by the President of the Tampa Bay Chapter of the Florida Surveying and Mapping Society.
- (d) At the first meeting, from and by the Directors, a Chairperson will be elected. Should a tie vote occur, the selection of the Chairperson will be at the sole discretion of the Board's Arbitrator.
- (e) The Chairperson will appoint the final three Directors to the Board.
- (f) The Board of Directors will elect a Vice-Chairperson, a Secretary and a Treasurer.
- (g) These Directors shall hold office for such terms as may be specified in the By-Laws.

All directors shall serve without compensation for their services. The original directors, and the term for which each will serve, are set forth below:

TERM

Jennifer Swanson
1501 W River Shores Way
Tampa, Florida 33603

Until first meeting

Robert S Weston
4205 Preserve Place
Palm Harbor, Florida 34685

Until first meeting

John Lester
3118 Kensington Ave
Tampa, Florida 33629

Until first meeting

Dan Sullivan
14906 Arbor Springs Circle
Apt. No. 201
Tampa, Florida 33624

Until first meeting

Timothy M. Brown
910 Parsons Ave
Brandon, Florida 33510

Until first meeting

Leslie Pierce
8038 Gardner Road
Tampa, Florida 33625

Until first meeting

Jerold Long
414 Ashford Drive
Brandon, Florida 33511

Until first meeting

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but annual meetings of the Board of Directors must be attended in fact in person by each Director.

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE V

MEMBERSHIP

The membership of this Corporation shall constitute all persons named as Directors and such other persons as from time to time hereafter may become members in the manner prescribed in the By-Laws.

ARTICLE VI

OFFICERS

The Officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected to have qualified. The affairs of the Corporation shall be managed by the Chairman, Vice Chairman, Secretary and Treasurer. The initial officers are Chairman – Leslie Pierce, Vice Chairman – Dan Sullivan, Treasurer – John Lester, and Secretary – Jennifer Swanson, who shall serve until the first meeting of the Board of Directors, at which meeting the Officers for a one year term shall be elected. The Directors shall elect the regular Officers of the Corporation at the annual meeting, for terms of one year.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII

BY-LAWS

By-Laws of the Corporation may be adopted, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE VIII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, so long as appropriate for a nonprofit tax exempt corporation. These Articles of Incorporation may be amended at a

general or special meeting of the board of directors called for that purpose by a majority vote of those present.

ARTICLE IX

DISSOLUTION

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding Sections of any prior or future law, or to the Federal State or local government for exclusive public purposes.

ARTICLE X

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue laws.

SIGNED by the incorporator this 12 day of April, 2005.



Address

3118 Kensington Avenue

Tampa, Florida, 33629

STATE OF FLORIDA]

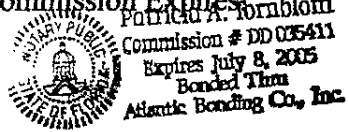
COUNTY OF HILLSBOROUGH]

The foregoing instrument was acknowledged before me this 12th day of April,
2005, by JOHN LESTER.

Patricia A. Thornblom

Notary Public,
State of Florida

My Commission Expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with 48.091, Florida Statutes, the following is submitted:

TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC., desiring to organize or qualify under the laws of the State of Florida, County of Hillsborough, City of Tampa, has named John Lester, located at 3118 Kensington Avenue, Tampa, Florida 33629, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOHN LESTER

DATE 4/12/05

**CORPORATE RESOLUTION
ADOPTED BY
BOARD OF DIRECTORS OF
TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC.**

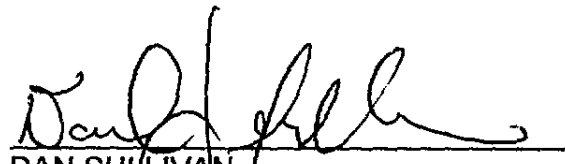
The undersigned, being the officers and directors of TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby take the following action:

RESOLVED, that the Corporation's Articles of Incorporation shall be amended and restated, changing the manner in which Directors are appointed each year, said change(s) to be effective as of 1st May 2005.

DATED THIS 12 DAY OF April, 2005.



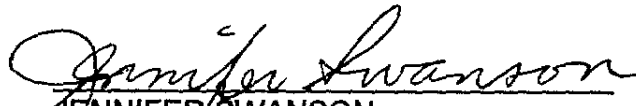
LESLIE PIERCE
Chairman/Director



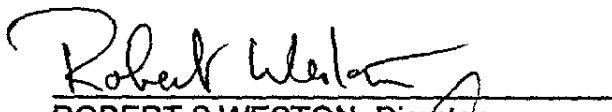
DAN SULLIVAN
Vice Chairman/Director



JOHN LESTER
Treasurer/Director



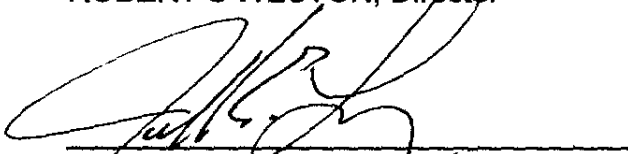
JENNIFER SWANSON
Secretary/Director



ROBERT S WESTON, Director



TIMOTHY M. BROWN, Director



JEROLD LONG, Director

STATE OF FLORIDA :

COUNTY OF HILLSBOROUGH :

Before me, the undersigned authority, appeared the following individuals:

LESLIE PIERCE [☒ Personally known] or Presented ID _____

DAN SULLIVAN [☒ Personally known] or Presented ID _____

JOHN LESTER [☒ Personally known] or Presented ID _____

JENNIFER SWANSON [☒ Personally known] or Presented ID _____

ROBERT S WESTON [☒ Personally known] or Presented ID _____

TIMOTHY M. BROWN [☒ Personally known] or Presented ID _____

JEROLD LONG [☒ Personally known] or Presented ID _____

and each person acknowledged to me that the foregoing Corporate Resolution is being executed freely and voluntarily by each individual in his/her capacity as officer and/or director of TAMPA BAY SURVEY AND MAPPING SCHOLARSHIP FUND, INC., this 12th day of April, 2005.

Signature:

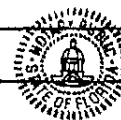
Printed Name:


PATRICIA A. TORNBLOM
Notary Public, State of Florida at Large

(SEAL)

My Commission No.: _____

My Commission Expires: _____



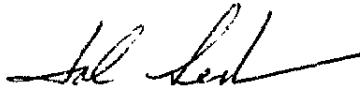
Patricia A. Tornblom
Commission # DD 035411
Expires July 8, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Tampa Bay Survey and Mapping Scholarship Fund Inc.

Certificate to accompany Restated Articles of Incorporation

The Attached Amended and Restated Articles of Incorporation of the Tampa Bay Survey and Mapping Scholarship Fund Inc., were adopted by the Board of Directors on 12th April 2005 and does not contain any amendments requiring Member approval.

Signed by the incorporator this 25th day of April 2005



John Lester

Address

3118 Kensington Ave

Tampa, FL, 33629