

Amended and Restated
ARTICLES of INCORPORATION
Of
INDIAN ROCKS BEACH ACTION 2000, INC.
(A Not For Profit Corporation)

MISSION STATEMENT: IRB Action 2000, Inc. (IRB A2K) is dedicated to working with residents, businesses and City officials of Indian Rocks Beach to seek positive solutions to accommodate future changes which preserve/revitalize/enrich our unique small town qualities in a cost effective manner which is both beneficial and equitable to all.

Furthermore, IRB A2K is dedicated to continue to provide Gulf Boulevard and adjacent commercial, tourist and residential areas with streetscape design proposals, to raise funds, to stimulate volunteerism, to assist the City in refinement of planning guidelines, and to work in concert with all above named parties toward that commonly held goal.

Article 1: Indian Rocks Beach Action 2000, Inc. whose address is 2316 Gulf Blvd, Indian Rocks Beach, FL 33785 under and by virtue of the general laws of the State of Florida and the Florida Not For Profit Corporation Act does hereby enact and file these amended and restated Articles of Incorporation with the intention of amending and restating the Articles of Incorporation as amended, in toto. These amended Articles are to clarify the original purpose and intent of the organization and remove redundant sections from the Articles of Incorporation as filed with the State of Florida under Certificate #N99000002761 in May, 1999. These amended and restated Articles of Incorporation supersede and replace the original Articles of Incorporation as amended to date.

Article 2: The name of the corporation (hereinafter "Corporation") is: Indian Rocks Beach Action 2000, Inc.

Article 3: The Florida street address of the principal office and place of business of the Corporation are superseded by the registered office address.

Article 4: The Corporation is a not-for-profit corporation and is formed exclusively for charitable purposes. Those purposes and powers of the Corporation include the following:

1. The purpose of this not-for-profit Corporation is to obtain money and services of volunteers for the improvement and enhancement to municipal lands, rights of way and easements throughout the City of Indian Rocks Beach through memberships, donations, grants and sponsorship of, or participation in, such other events consistent with Section 501(c)(3) which would not otherwise be available to the City. In addition to the foregoing, the Corporation may, from

time-to-time, engage in civic, social and philanthropic activities intended to improve and benefit the quality of life in the City of Indian Rocks Beach, consistent with its mission to enrich our unique small town quality.

2. All subject to any limitations imposed under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter the "Code"). Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purposes of this corporation.

Article 5: The powers of the Corporation, with reference to both the organization and the operation of the Corporation, shall be construed as limited as necessary to comply with the requirements of the Code. Specifically, the following provisions shall govern the organization and the operation of the Corporation:

1. References to "charitable organizations" or "charitable organization" means corporations, trusts, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted in Section 501(h) of the Code), and which do not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organizations described in this Article 5 shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code as now in force or afterwards amended.
2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on (i) by any organization exempt under Section 501(c)(3) of the Code, or (ii) by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.
3. Upon the liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over to any other charitable organization (as hereinafter defined) of this or any other state and exempt under Section 501(c)(3) of the Code, having a purpose consistent with the purposes set forth in Article 4, or to the Federal government, or to a State or local government, for a public purpose.
4. The term "charitable purposes" shall be limited to and shall include only charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), but only such purposes as also constitute public charitable purposes under the laws

of the United States, any state or territory, the District of Columbia, or any possession of the United States.

Article 6: The Corporation is not organized for profit; it shall have no capital stock and shall have no authority to issue capital stock. The affairs of the Corporation shall be managed under the direction of a Board of Directors which shall exercise all corporate powers except as conferred on or reserved to the members of the Corporation by law or the Corporation's By-Laws.

Article 7: (1) The Board of Directors shall consist of up to thirty-five (35) persons. The Board of Directors can elect up to seven (7) persons to serve as Officers of the Corporation, collectively known as the Executive Committee. The persons listed below in Article 8 constitute the Corporation's current Officers. A list of the Board of Directors current with the date of this amendment and restatement of the Articles of Incorporation is appended to this document.

(2) The Directors and Officers of the Board of Directors of the Corporation thereafter shall be nominated and elected as provided in the By-Laws. The members of the Board of Directors shall serve for such terms and shall have such qualifications as may be set forth in the By-Laws of the Corporation.

Article 8: The names and Florida street addresses of the current Officers of the Board of Directors are as follows:

1. President: Diane Flagg, 2316 Gulf Blvd, Indian Rocks Beach, FL 33785
2. First Vice President: Daryl Frahn, 317 10th Ave, Indian Rocks Beach, FL 33785
3. Vice President: Pete Dalina, 1201 Bay Palm Blvd, , Indian Rocks Beach, FL 33785
4. Vice President: Shawn Stover, 361 La Hacienda Dr, Indian Rocks Beach, FL 33785
5. Secretary: Nan Jensen, 403 Harbor Drive S, Indian Rocks Beach, FL 33785
6. Treasurer: Diane Agar, 417 20th Ave, Indian Rocks Beach, FL 33785

Article 9: (1) No Director, or Officer of the Corporation who also serves as a Director of the Corporation shall be liable to the Corporation or to its members for money damages except under the circumstances, as provided by Florida law, in which this limitation on liability shall not apply.

(2) To the maximum extent permitted by Florida law, the Corporation may indemnify acting and its former Directors against any and all liabilities and expenses incurred in connection with their services as either a Director, or an Officer, provided it is in compliance with provisions of Section 501(c)(3). The Corporation may reimburse or advance expenses, authorized by the Board of Directors and provided in the By-Laws of the Corporation, to such Directors and other persons referred to above to the extent permitted by Florida law and which is to comply with the provisions of Section 501(c)(3).

(3) References to Florida law shall include, but are not limited to, the Florida Not For Profit Corporation Act as from time to time amended. Neither the repeal or amendment of this Article 9, nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection offered to any person by the foregoing provisions of this Article 9 with respect to any act or omission which shall have occurred prior to such repeal

or amendment.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this _____ day of _____, 2022 and acknowledged the same to be my act.

Witness

Diane Flagg
President

Registered Agent:

I, Diane Flagg, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, do 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.

Diane Flagg
Signature

Date

Diane Flagg
2316 Gulf Blvd
Indian Rocks Beach
Florida 33785-2705

Indian Rocks Beach Action 2000, Inc.
Current Board of Directors

NAME	TERM ENDING DATE
Abedelhameed, Magdy	3/2023
Agar, Diane	3/2023
Bohlen, Lori	3/2023
Brier, Elaine	3/2025
Dalina, Pete	3/2024
Flagg, Diane	3/2024
Flynn, Beth	3/2024
Folden, Julie	3/2025
Frahn, Daryl	3/2025
Hanna, Phil	3/2023
Heshmati, Ira	3/2023
Holmes, Mary Rose	3/2023
Hoofnagle, Ed	3/2024
Hoofnagle, Julie	3/2024
Jensen, Nan	3/2025
King, Larry	3/2023
Linderman, Bob	3/2025
Meyer, Eric	3/2024
Mortazawi, Maria	3/2023
Nocera, Jo	3/2025
Oates, Laurie	3/2024
Priest, Tricia	3/2024
Sacra, Rebecca	3/2023
Sacra, Ron	3/2023
Stierheim, Mia	3/2025
Stover, Deb	3/2023
Stover, Shawn	3/2023
Todia, Ann	3/2024
Torre, Art	3/2023
Walsh, Patrick	3/2024
Wesson, Earl	3/2025
Wilder, Marilyn	3/2024
Wollin, Terry	3/2024
Zagami, Paul	3/2024