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TAMPA BAY BUSINESSES FOR CULTURE AND THE ARTS, INC**

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SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
 OF
 TAMPA BAY BUSINESSES FOR CULTURE AND THE ARTS, INC.
 A Not for Profit Corporation

Pursuant to Chapter 617 of the Florida Statutes, Tampa Bay Businesses for Culture and the Arts, Inc., formerly known as Tampa Bay Business Committee for the Arts, Inc. and Tampa Business Committee for the Arts, Inc. (the "Corporation"), a Florida not for profit corporation, hereby delivers these Second Amended and Restated Articles of Incorporation to amend, restate and supersede the First Amended and Restated Articles of Incorporation, which were filed with the Florida Department of State on March 27, 2009:

ARTICLE I. NAME

The name of the Corporation is TAMPA BAY BUSINESSES FOR CULTURE AND THE ARTS, INC.

ARTICLE II. TERM

The term of the Corporation shall be perpetual.

ARTICLE III. PURPOSES AND POWERS

The Corporation was formed to unite Tampa Bay businesses to champion arts and culture for a prosperous community. The Corporation shall be operated for exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor statute (the "Code"), and shall not be operated for the purpose of carrying on a trade or business for profit.

As a means of accomplishing the purpose for which it is formed, the Corporation shall have the power:

- a. To receive gifts, devises and bequests of money or of property of all kinds;
- b. To acquire by purchase, lease, devise, gift, or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, or otherwise deal with real and personal property of any kind, wherever situated, and with any estate or interest therein, legal or equitable;

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c. To borrow money and to make, accept, endorse, execute and issue promissory notes and other evidences of indebtedness and obligations in payment for property acquired or money borrowed, and to secure the payment thereof and interest thereon by mortgage upon, or pledge, conveyance or assignment of any part of, the property of the Corporation; and

d. To do all acts and things necessary or proper for the accomplishment of the purposes of the Corporation, subject, however, to the provisions of Florida law.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or employee of the Corporation, or to the benefit of any other private individual; no director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services in effecting one or more purposes of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code). The Corporation shall not participate in, nor intervene in (including by means of the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, officer or employee of the Corporation, or other private individual, but all of such property and assets shall be applied, in the discretion of the directors, to accomplish the charitable purposes for which the Corporation is organized by distributing such property and assets for the furtherance of the work of institutions with similar purposes and objects which are exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V. NO MEMBERS

The Corporation has no members.

ARTICLE VI. DIRECTORS

The management of the Corporation shall be vested in a board of directors of not less than three directors. The board of directors shall consist of three classes of directors, and each class shall consist of at least one director. The specific number of directors serving in each class shall be determined in accordance with the bylaws of the Corporation. Directors shall be appointed in the manner and for the terms provided in the bylaws of the Corporation. A quorum of the board of directors consists of one-third (1/3rd) of the prescribed number of directors determined in accordance with the bylaws of the Corporation.

ARTICLE VII. OFFICERS

The officers of the Corporation shall be a president, a secretary, and a treasurer, and may include such other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be appointed by the board of directors, and committees may be established, in accordance with the bylaws of the Corporation.

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ARTICLE VIII. BYLAWS

The bylaws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by, the board of directors of the Corporation.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended by the board of directors of the Corporation by unanimous written consent or by vote of a majority of directors present at a duly called meeting of the board of directors at which a quorum is present.

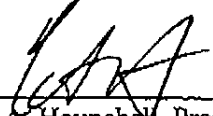
IN WITNESS WHEREOF, the undersigned officers of Tampa Bay Businesses for Culture and the Arts, Inc. have executed these Second Amended and Restated Articles of Organization and do hereby certify that (a) pursuant to Section 617.1002, Florida Statutes, these Second Amended and Restated Articles of Incorporation were approved by a majority vote of the directors of the Corporation then in office at a duly called meeting on the 5th day of December, 2012; and (b) there are no members entitled to vote, and therefore none of the amendments to the First Amended and Restated Articles of Incorporation filed on March 27, 2009 incorporated herein require member approval.

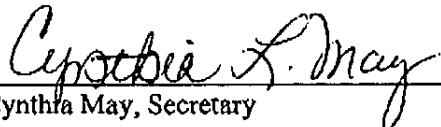
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Dated this 5th day of December, 2012.

TAMPA BAY BUSINESSES FOR CULTURE
AND THE ARTS, INC.

By: 
Charles A. Houchen, President

By: 
Cynthia May, Secretary

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