

755458



August 11, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 AUG 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

I have enclosed for filing, a copy of the Amended and Restated Articles of Incorporation of the Sun Dome, Inc. Also enclosed is check #33270 in the amount of \$87.50, payable to the Florida Department of State, covering the filing fee of \$35.00 and \$52.50 for one certified copy of the amendments. Please send the certified copy to my attention at the address given above.

If I may be of further assistance in this matter, please do not hesitate to contact me at 813/974-2131. Thank you.

Sincerely,

Camille A. McWhirter
Assistant General Counsel

CAM/dfc

Enc.

500002616085--8
-08/14/98--01032--004
*****87.50 *****87.50

Corp filing - Sun Dome

AM+Rest
RFG/19

Office of the General Counsel

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

SUN DOME, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article IV, No. 1 and No. 2 Amended

Article VII, No. 1(a) and 1(d) Amended

Article VIII Amended

Article IX Amended

Article XI Amended

FILED
98 AUG 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

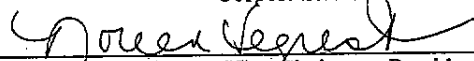
SECOND: The date of adoption of the amendment(s) was: October 29, 1997

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

SUN DOME, INC.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Noreen Segrest

Typed or printed name

Treasurer

August 11, 1998

Title

Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SUN DOME, INC.

(A corporation not-for-profit)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

WE, the undersigned, hereby certify that we are, respectively, President and Secretary of Sun Dome, Inc. a corporation not-for-profit, organized and existing under and by virtue of Chapter 617, Florida Statutes, and having its principal office and place of business in Hillsborough County, Florida; that the corporation's original Articles of Incorporation were filed on December 9, 1980; that at a meeting of the Board of Directors of said corporation, duly called and held in the County of Hillsborough, State of Florida, on the 29th day of October, 1997, a notice of which was duly given to all Directors entitled to such notice, at which meeting a quorum of the Directors were present, the following resolution was offered and adopted by the vote of two-thirds of the Directors present, which was sufficient for approval of the Amended and Restated Articles of Incorporation; further we certify that no discrepancy exists between the Articles of Incorporation as previously amended and the provisions of the restated and amended Articles of Incorporation which follow other than the inclusion of Amendments adopted by a vote of two-thirds of the Directors present. The Articles which were amended are Article VIII, Article IX, Article XI.

BE IT RESOLVED, that the Articles of Incorporation of Sun Dome, Inc., a corporation not-for-profit, be amended and restated to read as follows:

ARTICLE I

Name

The name of the Corporation is:

SUN DOME, INC.

ARTICLE II

Type of Corporation

The Corporation shall be a corporation not for profit and shall have neither capital stock nor shareholders.

ARTICLE III

Term of Existence

The Corporation shall have perpetual duration.

ARTICLE IV

Corporate Purpose

The Corporation is organized to:

1. Operate, and administer for and on behalf of the University of South Florida (the "University"), certain facilities located on the campus of the University in Hillsborough County, Florida, as designated by the University, for the conduct of University activities, events and entertainment on behalf of the University's students, faculty and staff ("University personnel"); provided, however, that the corporation shall make space available for University personnel at such times as are directed by the University's President, or President's designee.
2. Make the aforementioned facilities available to the University at such times as are directed by the President of the University, or President's designee.
3. Hold and conduct, under its own auspices, athletic, entertainment or other events in the facilities at times other than as set forth above; and
4. Make available to University personnel, as well as the general public, the ability to utilize and attend events in the facilities.

The Corporation will engage solely in activities which exclusively

support and benefit the University, the Board of Regents of the State of Florida and the State of Florida.

ARTICLE V

Corporate Powers.

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its Articles of Incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not for Profit".
4. Elect or appoint such employees and agents as its affairs shall require and allow them reasonable compensation; provided that officers and members of the Board of Directors will receive no compensation for such services; provided further, that no person employed by the Corporation shall be deemed an employee of the State of Florida by virtue of said employment.
5. Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation and the exercise of its corporate powers.
6. Increase, as the Bylaws may direct, the number of its directors, managers or trustees so that the number shall not be less than three (3) but may be any number in excess

thereof.

7. Make contracts and incur liabilities; borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
8. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
12. Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district,

municipality or of any instrumentality thereof.

13. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make and receive donations for the public welfare or for charitable, educational or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.
16. Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit, and further provided that the Board of Regents of the State of Florida must approve any such merger or consolidation.

The Corporation shall not have the power to convey, pledge or otherwise encumber assets of the State of Florida.

ARTICLE VI.

Membership

1. Members. The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.
2. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws but who shall not have the right to vote.

ARTICLE VII

Management

1. The affairs of the Corporation shall be managed by the Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) persons but may be any number in excess thereof. Directors shall serve a term of one (1) year and may be reappointed. The Directors shall be appointed by the President of the University and shall include, but not be limited to, the incumbent holders of the following named offices and persons from the following named classes:

- (a) Vice President for Administrative Affairs, University of South Florida, who shall serve as the representative of the University President pursuant to section 240.299(3), Florida Statutes.
- (b) Vice President for Student Affairs, University of South Florida
- (c) General Counsel, University of South Florida
- (d) One individual appointed by the Chairman of the Board of Regents to serve as the representative of the Board of Regents pursuant to section 240.299(3), Florida Statutes
- (e) One individual holding a degree from the University of South Florida
- (f) Two individuals enrolled as full-time degree seeking students of the University of South Florida
- (g) Athletic Director, University of South Florida
- (h) Dean of the College of Fine Arts, University of South Florida.

Provided, however, that any person holding more than one of the above offices or designated from any of the above classes shall

have only one vote as a Director of the Corporation.

Directors shall be removed in accordance with the procedure provided in the Bylaws.

ARTICLE VIII

Officers

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as shall from time to time be provided for in the Bylaws, each of whom shall be elected by the Board of Directors, after recommendation by the University President, and shall hold office in the manner provided in the Bylaws. The President of the Corporation shall report to the University President.

The names and addresses of the present officers are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Michael LaPan</u>	4202 East Fowler Avenue, SUN 141 Tampa, Florida 33620
<u>Vice President</u>	<u>Paul Griffin</u>	4202 East Fowler Avenue, PED 214 Tampa, Florida 33620
<u>Treasurer</u>	<u>Rickard Fender</u>	4202 East Fowler Avenue, ADM 200 Tampa, Florida 33620
<u>Secretary</u>	<u>Noreen Segrest</u>	4202 East Fowler Avenue, ADM 250 Tampa, Florida 33620

ARTICLE IX

Amendments to the Bylaws and Articles of Incorporation

The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the voting membership present or voting by proxy at any regular meeting of the

Corporation or by a majority vote of the Board of Directors; and in all instances, with the written concurrence of the President of the University and the approval of the Board of Regents; provided, however, that notice thereof, which shall include the text of the change in the Bylaws, has been furnished in writing to each voting member or each Director of the Corporation at least ten (10) days prior to the meeting at which such Bylaws alteration is to be voted upon.

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3rds) vote of the members of the Board of Directors present or voting by proxy at any meeting thereof and the written concurrence of the President of the University and the approval of the Board of Regents of the State of Florida; provided, however, that notice thereof, which shall include the text of the change in the Articles of Incorporation, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation alteration is to be voted upon.

ARTICLE X

General

All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes stated in Article IV herein.

The Corporation shall have no capital stock and shall not pay dividends. In addition, no part of the income of the Corporation shall be distributed to its Subscribers, Directors, officers or

members, provided that the Corporation may reimburse appropriate costs in a reasonable amount to its Subscribers, Directors, officers or members for services rendered which are unrelated to their Board duties and such other appropriate costs in a reasonable amount as may be approved by the Board of Directors.

ARTICLE XI

Registered Office and Registered Agent

The Corporation hereby designates its Registered Office to be located at the University of South Florida, Office of the General Counsel, ADM 250, Tampa, Florida 33620, and hereby designates and appoints Noreen Segrest as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE XII

Indemnification

The Corporation shall indemnify any Director, officer or employee of the Corporation, to the full extent permitted by and set forth in the Florida General Corporation Act.

ARTICLE XIII

Prohibited Activities

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its income to inure to the benefit of Directors, officers or members of the Corporation, or to any other individuals except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or

against any candidate for public office.

4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV

Dedication of Assets

The Corporation dedicates all assets which it may acquire to the purposes set forth in Article IV hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law or to the Federal government or to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the Board of Regents of the State of Florida.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 29th day of October, 1997.

Michael LaPan
Michael LaPan, President

Noreen Segrest
Noreen Segrest, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing amended and restated Articles of Incorporation were acknowledged before me this 20 day of April, 1998 by Michael LaPan, as President of Sun Dome, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.



NOTARY PUBLIC:

Sign: India N. McGlinchy
Print: INDIA N. McGLINCHY

State of Florida at Large (Seal)
My Commission Expires:

July 30, 2000

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing amended and restated Articles of Incorporation were acknowledged before me this 20th day of April, 1998 by Noreen Segrest, as Secretary of Sun Dome, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did take an oath.



DIANNE F. CHAVEZ
My Commission CC425313
Expires Dec. 08, 1998
Bonded by ANB
800-852-5878

NOTARY PUBLIC:

Sign: Dianne F. Chavez
Print: DIANNE F. Chavez

State of Florida at Large (Seal)
My Commission Expires:

Dec 8, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

Sun Dome, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, State of Florida, has named Noreen Segrest, located at 4202 East Fowler Avenue, Administration Building, Room 250, City of Tampa, State of Florida, 33620, as its agent to accept service of process within Florida.

Signature: _____

Michael LaPan

Title: President

Date: _____

4-20-98

Having been named to accept service of process for the above 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.

Signature: _____

Noreen Segrest

Title: Registered Agent

Date: _____

4-20-98