

Division of Corporations

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To: Division of Corporations
Fax Number : (850)922-4001

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FLORIDA NON-PROFIT CORPORATION

Fiesta del Sol al Sol, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
FIESTA DEL SOL AL SOL, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED, for the purpose of forming a corporation not for profit (the "Corporation") in accordance with the provisions of Chapter 617 of the Florida Statutes, hereby agrees to the following:

ARTICLE I: NAME AND ADDRESS

The name of the Corporation shall be FIESTA DEL SOL AL SOL, INC. The street and mailing addresses of the principal office of the Corporation shall be One Progress Plaza, 200 Central Avenue, Suite 2300, St. Petersburg, Florida 33701.

ARTICLE II: PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors, or officers shall be made, except that nothing herein shall prevent the Corporation from compensating members, directors, or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Corporation in furtherance of one or more of its purposes. The general purpose of the Corporation is to promote the economic development of the County of Pinellas (the "County") and the specific purpose is to organize, promote, manage, and conduct the event known as the Fiesta del Sol al Sol, as contemplated by the County.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

Every person, corporation, partnership, whether general or limited, or other legal entity, who or that is invited by the board of directors to do so may become a member of the Corporation.

This instrument was prepared by:
Joel B. Giles, Esquire
Florida Bar No.: 350591
Carlton Fields
Bank of America Tower
One Progress Plaza
200 Central Avenue, Suite 2300
Post Office Box 2861
St. Petersburg, Florida 33731-2861
(727) 821-7000
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jgile@carltonfields.com

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ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Joel B. Giles	Carlton Fields, P.A. 200 Central Avenue Suite 2300 St. Petersburg, Florida 33701

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by a board of directors (the "Board"), which shall consist of not less than three (3) nor more than fifteen (15) individuals, the precise number to be fixed in the bylaws of the Corporation (the "Bylaws") or by the Board of the Corporation from time to time. Directors shall be elected for one (1)-year terms by the members at the annual members' meeting, to be held as scheduled by the Board in the second quarter of each fiscal year in the manner prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a president, a secretary, a treasurer, and such vice presidents, assistant secretaries, assistant treasurers, and other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be directors. Officers and directors must be members or officers, general partners, employees, or agents of members of the Corporation. Any individual may hold two (2) or more corporate offices. The officers shall have such duties as may be specified by the Board or the Bylaws. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of the Corporation shall be three (3) and the name and address of the members of such initial Board, who shall hold office until their successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Joel B. Giles	200 Central Avenue, Suite 2300 St. Petersburg, Florida 33701

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James E. MacDougald

260 First Avenue South, Suite 110
St. Petersburg, Florida 33701

Elaine Bispo

14010 Roosevelt Boulevard, Suite 704
Clearwater, Florida 33762

ARTICLE VIII: BYLAWS

The Bylaws shall be adopted by the initial Board, as constituted under Article VII above, at the organizational meeting of the initial Board. Thereafter, the Bylaws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3rds) of the Board or, after notice to the members, by the majority vote of the members present at any regular or special meeting of the membership.

ARTICLE IX: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 617.0501 of Florida Statutes, the name and address of the initial registered agent for service of process upon the Corporation is as follows:

Joel B. Giles, Esquire
Carlton Fields, P.A.
200 Central Avenue, Suite 2300
St. Petersburg, Florida 33701

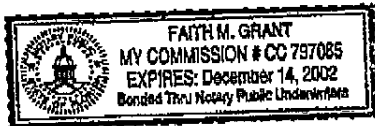
The above address is also the address of the registered office of the Corporation.

[Handwritten Signature]
Joel B. Giles, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was sworn to and acknowledged before me this 22nd day of February, 2001, by JOEL B. GILES, who is personally known to me.

Faith M. Grant
(Sign on this line)
Faith M. Grant
(Print name legibly on this line)



NOTARY PUBLIC, State of Florida
COMMISSION NO.: CC 797085
EXPIRATION DATE: December 14, 2002

(SEAL)

02-23-01

11:23am

From-CARLTON FIELDS-ST.PETE

727-822-3768

T-572

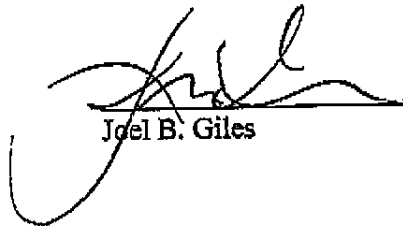
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts his appointment and agrees to act as initial registered agent for service of process on FIESTA DEL SOL AL SOL, INC., as provided in the foregoing Articles of Incorporation.



Joel B. Giles

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