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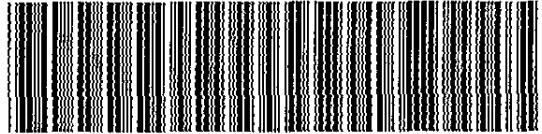
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 915500 9104A

AUTHORIZATION

*Patricia Pajuta*

COST LIMIT : \$ 78.75

ORDER DATE : January 31, 2003

ORDER TIME : 2:26 PM

ORDER NO. : 915500-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons  
Holland & Knight Llp

Suite 1600  
200 Central Avenue  
St Petersburg, FL 33701

DOMESTIC FILING

NAME: TAMPA BAY SPORTS HALL OF FAME  
BOOSTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: \_\_\_\_\_

## Articles of Incorporation

### Tampa Bay Sports Hall of Fame Boosters, Inc.

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporate Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

#### Article I. Name

The name of this Corporation is Tampa Bay Sports Hall of Fame Boosters, Inc.

#### Article II. Existence

The Corporation shall have perpetual existence.

#### Article III. Charitable Purpose

1. The Corporation is organized as a not-for-profit corporation.
2. This Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

#### Article IV. No Private Benefit

1. In no event shall this Corporation operate for any purpose other than for its exempt purpose described above. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
2. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes described in Article III above.
3. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this

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Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

4. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Code, or to the federal or state government for a public purpose.

#### **Article V. Private Foundation Limitation on Powers**

During all times the Corporation is a private foundation within the meaning of Section 509 of the Code:

1. The Corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax law.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax law.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

## **Article VI. Members**

1. Members shall not be liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessment.
2. The further rights and privileges of membership, including voting rights, shall be stated in the Bylaws of the Corporation.

## **Article VII. Principal Address of Corporation**

The initial principal office of the Corporation is Suite 705, 4993 Bacopa Lane South, St. Petersburg, FL 33715.

## **Article VIII. Mailing Address of Corporation**

The initial mailing address of the Corporation is Suite 705, 4993 Bacopa Lane South, St. Petersburg, FL 33715.

## **Article IX. Registered Agent**

The name of the initial registered agent of the Corporation is Richard O. Jacobs. The address of the registered agent is Suite 1600, 200 Central Avenue, St. Petersburg, FL 33715.

## **Article X. Board of Directors**

The affairs of the Corporation shall be managed, and its powers exercised, by a Board of Directors of not less than three (3) persons, as provided in the Bylaws from time to time. Directors shall be elected in the manner provided in the Bylaws. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the Board consent in writing to such action. Written consents shall be filed with the minutes of the proceedings of the Board. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

## **Article XI. Incorporator**

The name of the incorporator of this Corporation is Richard O. Jacobs, and the address of the incorporator is Suite 1600, 200 Central Avenue, St. Petersburg, FL 33715.

### Article XII. Initial Board of Directors

The members of the initial Board of Directors and their residential addresses are:

1. Gary R. Froid, Suite 705, 4993 Bacopa Lane South, St. Petersburg, FL 33715.
2. Ross Bartow, 4040 North Himes Ave., Tampa, FL 33607.
3. Jack Glasure, 205 20<sup>th</sup> Avenue, NE, St. Petersburg, FL 33704.

### Article XIII. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable law, the Bylaws of this Corporation may be amended from time to time by the Board of Directors or the members in accordance with the procedures specified in the Bylaws.

### Article XIV. Amendments to Articles

The Articles of this Corporation may be amended from time to time in accordance with applicable law and the Bylaws.

### Article XV. Effective Date

This Corporation shall be effective February 1, 2003.

The undersigned incorporator has executed these Articles of Incorporation on January 28, 2003, for the purposes stated herein.

  
Richard O. Jacobs

### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Richard O. Jacobs

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