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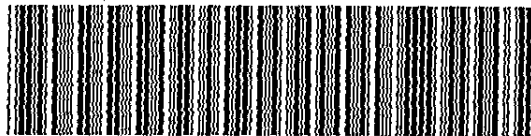
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July 11, 2003

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: New Filings

**Re: Orlando Tradeshow & Events Association Members, Inc.**

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the referenced non-profit corporation, together with the check in the amount of \$70.00.

Please file the original and return the copy with the filing information stamped thereon as well as the Certificate to the undersigned at the address above.

If there are any questions, please be so kind as to call me collect.

Sincerely,



Richard D. Baxter, Esq.

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ORLANDO TRADESHOW & EVENTS ASSOCIATION MEMBERS, INC.**

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be:

Orlando Tradeshow & Events Association Members, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is: 207 Alydar Court, Orlando, FL 32837.

**ARTICLE III**  
**PURPOSES**

This Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of, and improve business conditions among, its tradeshow members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. In carrying out its general purposes, this Corporation may engage in one or more of the following activities as determined from time to time by its Board of Directors.

1. Activities that increase public and tradeshow industry awareness of Orlando based tradeshow companies and their associate members;
2. Sponsoring and conducting educational and training programs for members and others;
3. Acting as a source of information about its members and the products and services of its members for members, special event planners and others;

4. Sponsoring or encouraging the study and preparation of reports about the tradeshow industry;
5. Sponsoring or conducting meetings, workshops and job fairs for Orlando based tradeshow companies who are members;
6. Sponsoring or conducting research and educational programs for members with respect to shared practices and resources;
7. Sponsoring or conducting other activities that may strengthen the stability of Orlando based tradeshow;
8. Educating tradeshow facility managers, show managers, meeting planners, production companies and others about the products and services of its members;
9. Activities that support and facilitate sales and marketing by its members;
10. Engaging in any other act or activity that tends to enhance the business and activities of its members which is consistent with the purposes and objectives of this Association.

#### **ARTICLE IV**

##### **POWERS**

This Corporation shall have and may exercise any and all of the powers conferred upon corporations not for profit by or pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

This Corporation shall not carry on any activities not permitted to be carried on by a corporation described in Section 501(c)(6) of the Internal Revenue Code.

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of five (5) members. The names and addresses of the

members of the first Board of Directors are:

Chris Griffin  
8010 Sunport Drive, Suite 123  
Orlando, FL 32809  
Rodney Charles Haddon  
1006 Hanging Vine Point  
Longwood, FL 32750

Charles J. Holmes  
207 Alydar Court  
Orlando, FL 32824

Stacey Kohlbrand  
11100 Astronaut Blvd.  
Orlando, FL 32837

David S. Peters  
11100 Astronaut Blvd.  
Orlando, FL 32837

The members of the First Board of Directors (who shall also be the initial members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

#### **ARTICLE VII** **INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is: 207 Alydar Court, Orlando, FL 32837. The name of the initial Registered Agent of this Corporation at that address is Charles J. Holmes.

#### **ARTICLE VIII** **INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Charles J. Holmes, and his street address is 207 Alydar Court, Orlando, FL 32837.

**ARTICLE IX**  
**MEMBERS**

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

**ARTICLE X**  
**BYLAWS**

The Board Of Directors shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

**ARTICLE XI**  
**DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution or winding up of the affairs of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed exclusively for the common business interests of its members or to any organization as shall be selected by the Board of Directors of this Corporation and which is exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code, or under the similar provisions of any future Federal revenue law.

The private property of the incorporator, directors, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11th day of July, 2003.

  
Charles J. Holmes, Incorporator


ORLANDO TRADESHOW & EVENTS ASSOCIATION MEMBERS, INC.  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Orlando Tradeshow & Events Association Members, Inc.

2. The name and address of the Registered Agent and Registered Office of the Corporation is: Charles J. Holmes, 207 Alydar Court, Orlando, FL 32837.

Orlando Tradeshow & Events Association Members, Inc.

By:   
Charles J. Holmes, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Orlando Tradeshow & Events Association Members, Inc., the above stated Corporation, at the place designated in this Certificate, Charles J. Holmes hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, including Florida Statutes Section 617.0503, and it, through its officers, is familiar with and accepts the obligations of his position as Registered Agent.

  
Charles J. Holmes, Registered Agent

Dated: July 11, 2003.

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