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FLORIDA NON-PROFIT CORPORATION

FOREIGN TRADE ZONE NO. 79 BOARD, INC.

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ARTICLES OF INCORPORATION

OF

FOREIGN TRADE ZONE NO. 79 BOARD, INC.

The undersigned Incorporator, desiring to form a Corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and Obligations conferred and imposed by said law and does hereby make subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be FOREIGN TRADE ZONE NO. 79 BOARD, INC.  
The principal office address is 615 Channelside Dr., Suite 108, Tampa, FL 33605.

ARTICLE II

CORPORATE PURPOSE

The object and purpose of the Corporation shall be to develop, foster, operate, manage and/or market and promote Foreign Trade Zone No. 79, and its subdivisions, if any, and by so doing generate and attract foreign and domestic commerce and employment related thereto, and to foster economic development in the Tampa Hillsborough County Metropolitan area and surrounding area to the scope allowed by the U.S. Foreign Trade Zone Act and Florida Law. The said Foreign Trade Zone shall attempt to extend to its users, clients, and tenants all trade customs, tax and other regulatory benefits permitted under law.

The purpose shall include but not be limited to providing overall management, marketing and operation of Foreign Trade Zone No. 79, and its subdivisions, if any.

ARTICLE III

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:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) 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.

(c) 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."

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation and reimbursement for expenses for business undertaken on behalf of the corporation.

(e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its directors 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.

(g) 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.

(h) 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.

(i) 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.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(l) 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 other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(m) 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

(n) Make donations for the public welfare or for charitable, scientific, educational or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which The Corporation is organized.

(p) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

#### ARTICLE IV

##### MEMBERSHIP

Section 1. Eligibility. The City of Tampa, Hillsborough County, Tampa Port Authority, Hillsborough Aviation Authority and Greater Tampa Chamber of Commerce shall be eligible for membership in the Corporation upon application to and approval by the Board of Directors subject to any admission requirements contained in the Bylaws of the Corporation.

Section 2. Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may determine from time to time.

Section 3. Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days' written notice to the Board of Directors.

#### ARTICLE V

##### DURATION

The Corporation shall have perpetual existence.

#### ARTICLE VI

##### MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, which shall be elected at the annual meeting of the Corporation. The Board of Directors shall consist of not less than five (5) persons but may be any number in excess thereof. The five (5) Directors shall be individual representatives of the following public organizations: Hillsborough County, the City of Tampa, the Tampa Port Authority, the Hillsborough County Aviation Authority and the Greater Tampa Chamber of Commerce. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected and shall hold office in the manner provided in the Bylaws.

#### ARTICLE VII

##### INCORPORATOR AND INITIAL DIRECTORS

The names and street addresses of the Incorporator and the initial Directors are:

Timothy P. Shusta, Incorporator and Director  
Suite 1900, 100 S. Ashley Drive,  
Tampa, Florida 33602-5311

Jeanette L. Fenton, Director, City of Tampa  
306 E. Jackson St.  
Tampa, Florida 33602

Gene Gray, Director, Hillsborough County  
601 E. Kennedy Boulevard  
Tampa, Florida 33602

John Thorington, Director, Tampa Port Authority  
1101 Channelside Drive  
Tampa, Florida 33602

George Elbe, Director, Hillsborough County Aviation Authority  
Tampa International Airport  
Tampa, Florida 33607

Charlotte Starfire, Director, Greater Tampa Chamber of Commerce  
Suite 108, 615 Channelside Drive  
Tampa, Florida 33602

#### ARTICLE VIII

##### BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors: 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 of the Corporation at least ten (10) days prior to the meeting at which such Bylaws alteration is to be voted upon. Waiver of the said notice requirement can be made by any party entitled to notice by execution of a written waiver.

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3rd) vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; 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 voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation alteration is to be voted upon, whether it be a membership meeting or a Board or Directors meeting.

#### ARTICLE IX

##### GENERAL

All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

The Corporation shall have no capital stock and shall pay no dividends to its Incorporators, Directors or Officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporator Directors or Officers.

#### ARTICLE X

##### REGISTERED OFFICE AND REGISTERED AGENT

The above named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at Suite 1900, 100 South Ashley Drive Tampa, Florida 33602-5311, and hereby designates and appoints Timothy P. Shusta 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 XI

##### INDEMNIFICATION

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

#### ARTICLE XII

##### PROHIBITED ACTIVITIES

The Corporation shall not:

(a) Allow any part of its net 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.

(b) Participate to any extent in any political campaign for or against any candidate for public office.

(c) Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(6) 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.

(d) Engage in any programs other than those permitted by The Foreign Trade Zones Acts and the laws of the State of Florida relative to Foreign Trade Zones and regulations promulgated pursuant to the Foreign Trade Zones Acts, as amended and rules and regulations governing Foreign Trade Zones in the United States as provided by the U.S. Foreign Trade Zones Board and the U.S. Bureau of Customs and Border Protection.

ARTICLE XIII

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the purposes set forth in Article II 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 the City of Tampa or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) 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.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 26<sup>th</sup> day of January 2005.

  
\_\_\_\_\_  
TIMOTHY P. SHUSTA  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared TIMOTHY P. SHUSTA, personally known to me \_\_\_\_\_ or who produced \_\_\_\_\_ as identification, who stated he is the person described in and who subscribed his name to the foregoing Articles of Incorporation as "Incorporator" and who acknowledged before me that he executed the said Articles of Incorporation for the use and purpose herein expressed.

WITNESS my hand and official seal in the aforesaid County and State this \_\_\_\_ day of January 2005.

\_\_\_\_\_  
Notary Public, State of  
Florida at Large

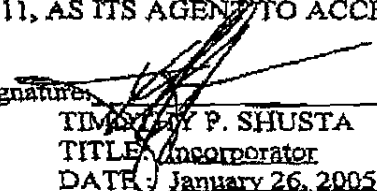
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

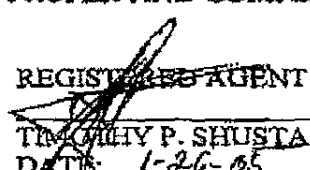
FOREIGN TRADE ZONE NO. 79 BOARD, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA,- HAS NAMED  
TIMOTHY P. SHUSTA, LOCATED AT SUITE 1900, 100 SOUTH ASHLEY DRIVE, CITY  
OF TAMPA, STATE OF FLORIDA 33602-5311, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

Signature:

  
TIMOTHY P. SHUSTA  
TITLE: Incorporator  
DATE: January 26, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM  
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN  
SECTION 607.325, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF  
MY DUTIES.

REGISTERED AGENT:

  
TIMOTHY P. SHUSTA  
DATE: 1-26-05

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