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HOLLAND&KNIGHT

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JOB STATUS REPORT

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Division of Corporations

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DIVISION OF CORPORATIONS

FLORIDA NON-PROFIT CORPORATION

Ybor Hospitality Association, Inc.

02/28/2005 13:52

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 24, 2005

HOLLAND & KNIGHT

SUBJECT: YBOR HOSPITALITY ASSOCIATION, INC.  
REF: W05000009744

*Resubmit*

*Please provide us  
with the filing date  
of February 23, 2005*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Neysa Culligan  
Document Specialist  
New Filings Section

FAX Aud. #: H05000045956  
Letter Number: 205A00013089

**AFFIDAVIT FOR CONSENT TO USE NAME IN THE STATE OF FLORIDA**

RE: Ybor Hospitality Association, Inc., a Florida corporation (the "Company")  
(BIN: 59-3735772)

The undersigned officer of the Company, which was incorporated in the State of Florida on July 16, 2001, does hereby swear under the penalties of perjury that the Company has no intention of reinstating its existence, therefore, the undersigned officer of the Company does hereby release the name for use to another entity.

Dated: February 24, 2005

YBOR HOSPITALITY ASSOCIATION, INC.

By: [Signature]

Name: Joel Brewer

Title: President

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2005, by Joel Brewer, who is personally known to me or has produced n/a as Identification.



Jeffrey Skocut  
My Commission DD135437  
Expires July 21, 2008

(SEAL)

[Signature]

Notary Public, State of FL  
Commission Number: DD135437

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
YBOR HOSPITALITY ASSOCIATION, INC.

FILED  
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05 FEB 23 AM 9:57

The undersigned, acting as incorporator of Ybor Hospitality Association, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Ybor Hospitality Association, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

1510 East 7<sup>th</sup> Avenue  
Tampa, Florida 34605

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a *not for profit trade association* or business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, to serve the common business and professional interests of, and to improve and grow the business and professional conditions of companies in the hospitality industry, primarily located in Ybor City, Florida. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the objectives aforesaid. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

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The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article V:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) The corporation shall not engage in a regular business of a kind ordinarily carried on for profit, or perform particular services for individual persons.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1510 East 7<sup>th</sup> Avenue, Tampa, Florida 33605, as the street address of the initial registered office of the corporation and names John Santoro the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VII. MEMBERS

The corporation shall have one or more classes of members as provided in the bylaws of the corporation. The number of classes, the qualifications and rights of each class of members, and the manner of their admission shall be as provided in the bylaws.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation has five (5) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (5). The method of election or appointment of the directors shall be as provided in the bylaws. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
John Santoro	1510 East 7 <sup>th</sup> Avenue Tampa, Florida 33605

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Sam Colucci

516 Patricia Ave.  
Dunedin, Florida 34698

Joel Brewer

1902 E. 7<sup>th</sup> Ave.  
Tampa, Florida 33605ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

NameAddress

John Santoro

1510 East 7<sup>th</sup> Avenue  
Tampa, Florida 33605ARTICLE X. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such

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person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

#### ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, its residual assets shall be distributed for one or more exempt purposes within the meaning of either section 501(c)(3) or section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on February 23, 2005.



John Santoro  
Incorporator

The undersigned agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Dated: February 23, 2005



John Santoro

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