

10500004482

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000109238 3)))

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

2005 APR 29 AM 10:10

FILED

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : JAM MARK LIMITED  
Account Number : I20000000112  
Phone : (305)789-7758  
Fax Number : (305)789-7799

**FLORIDA NON-PROFIT CORPORATION**

**South Florida Super Bowl XLI Host Committee, Inc.**

Certificate of Status	2
Certified Copy	2
Page Count	05
Estimated Charge	\$105.00

D. WHITE MAY - 2 2005

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

FAX AUDIT NO. H05000109238 3

**FILED**

2005 APR 29 A 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**SOUTH FLORIDA SUPER BOWL XLI HOST COMMITTEE, INC.**

(a Florida corporation not for profit)

The undersigned, acting as incorporator of SOUTH FLORIDA SUPER BOWL XLI HOST COMMITTEE, INC. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is SOUTH FLORIDA SUPER BOWL XLI HOST COMMITTEE, INC.

**ARTICLE II. ADDRESS**

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

Dolphins Stadium  
2269 Dan Marino Boulevard  
Miami, FL 33056

**ARTICLE III. 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 (a) serve as the local committee to organize, promote, support, produce and host National Football League Super Bowls for South Florida, including, without limitation, Super Bowl XLI; (b) develop, promote, assist and encourage professional and amateur sports programs in South Florida; and (c) improve the economic and business conditions of South Florida by promoting and producing local, regional, national and/or international sports competition. 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 these objectives. 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 IV. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Chapter 617 of the Florida Statutes or the corresponding provision of any future Florida Statutes, except to the extent such powers are limited by the following provisions of this Article IV:

(a) The corporation shall not engage in any activities prohibited by Chapter 617 of the Florida Statutes or Section 501(c)6 of the Internal Revenue Code or the corresponding provisions of any future Florida Statutes or federal tax code.

(b) 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 III of these Articles.

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

(d) 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 V. DIRECTORS

Initially, the corporation has three Directors. The manner in which the Directors are to be elected or appointed shall be stated in the Bylaws. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the terms of the Bylaws, but shall never be less than three. The names and addresses of the individuals who are to serve as the initial Directors are as follows:

Rodney Barreto	235 Catalonia Avenue Coral Gables, FL 33134
William D. Talbert III	701 Brickell Avenue Suite 2700 Miami, FL 33131
Bruce Jay Colan	701 Brickell Avenue Suite 3000

Miami, FL 33131

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are as follows:

Bruce Jay Colan	701 Brickell Avenue
	Suite 3000
	Miami, FL 33131

ARTICLE VIII. 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 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 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 IX. 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 X. 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 April 29, 2005.

  
Bruce Jay Colan  
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SOUTH FLORIDA SUPER BOWL XLI HOST COMMITTEE, INC.  
desiring to organize under the laws of the State of Florida with its initial registered  
office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite  
3000, Miami, Florida 33131 has named INSTRASTATE REGISTERED AGENT  
CORPORATION as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having named to accept service of process for the corporation named  
above, at the place designated in this certificate, the undersigned agrees to act in  
that capacity, to comply with the provisions of the Florida Business Corporation  
Act, and is familiar with, and accepts, the obligations of that position.

Dated this 29<sup>th</sup> day of April, 2005.

**INSTRASTATE REGISTERED AGENT CORPORATION**

By: Francis Foisenshat  
Name: FRANCIS FOISENSHAT  
Title: Area Vice President

# 2809003\_v1

**FILED**  
2005 APR 29 AM 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA