

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.

((H06000253102 3)))



H060002531023ABCT

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

To:

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

From:

Account Name : MECHANIK NUCCIO HEARNE & WESTER, P.A.
Account Number : 110727003105
Phone : (813) 276-1920
Fax Number : (813) 276-1560

FLORIDA PROFIT/NON PROFIT CORPORATION

Tampa Bay Super Bowl XLIII Host Committee, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

D. WHITE OCT 17 2006

Electronic Filing Menu

Corporate Filing Menu

Help

(((H06000253102 3)))
ARTICLES OF INCORPORATION
OF

TAMPA BAY SUPER BOWL XLIII HOST COMMITTEE, INC.

A Not-for-Profit Corporation

The undersigned, for the purpose of forming a Not-for-Profit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is Tampa Bay Super Bowl XLIII Host Committee, Inc.

ARTICLE II
ADDRESS

The initial street and mailing address and principal place of business of Tampa Bay Super Bowl Host Committee XLIII, Inc. (the "Corporation"), is c/o David M. Mechanik at Mechanik Nuccio Hearne & Wester, P.A., 305 South Boulevard, Tampa, Florida 33606.

ARTICLE III
NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law, or under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(6) of the Code.

ARTICLE IV
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V
PURPOSES AND POWERS

The Corporation is organized and shall be operated exclusively for the benefit of the public through the exercise of the following purposes and powers:

(((H06000253102 3)))

((H06000253102 3))

- A. To serve in the capacity of the local organizing committee to promote, organize, support and produce National Football League (hereinafter "NFL") Super Bowl XLIII for the Tampa Bay Area.
- B. To develop, promote, assist and encourage professional and amateur sports programs and sporting events for the Tampa Bay Area.
- C. To improve the economic business conditions of the Tampa Bay Area by promoting and producing national or international competition in sports.
- D. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- E. To engage in and transact any other lawful activity, solely in furtherance of the foregoing powers and purposes, of which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to that Act.
- F. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 V hereof.

ARTICLE VII NO STOCK TO BE ISSUED

The Corporation is organized on a non-stock basis. The Corporation shall not issue any shares of stock.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 305 South Boulevard, Tampa, Hillsborough County, Florida 33606, and the name of its initial registered agent at that address is David M. Mechanik.

((H06000253102 3))

(((H06000253102 3)))

**ARTICLE IX
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) Directors but may be any number in excess thereof. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws. The names and street addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard A. Beard, II	c/o R.A. Beard Co. 100 North Tampa Street, Suite 2175 Tampa, Florida 33602
Leonard Levy	2407 Ardson Place, 801A Howell Park Condominiums Tampa, Florida 33629
Paul Catoe	c/o Tampa Bay Convention & Visitors Bureau 400 North Tampa Street, Suite 2800 Tampa, Florida 33602
Carole Ketterhagen	St. Pete College, EpiCenter 13805 58th Street, North, Suite 2-200 Clearwater, Florida 33760-3733
Eric Land	c/o Tampa Bay Buccaneers One Buccaneer Place Tampa, Florida 3360733607
Rhea F. Law	c/o Fowler, White, Boggs, Banker, P.A. 501 East Kennedy Boulevard, Suite 1700 Tampa, Florida 33602
David Mechanik	c/o Mechanik Nuccio 305 South Boulevard Tampa, Florida 33606-2150
Henry Saavedra	c/o Tampa Sports Authority 4201 N. Dale Mabry Hwy Tampa, Florida

**ARTICLE X
OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers and assistant officers as may

(((H06000253102 3)))

((H06000253102 3)))

be provided in the Bylaws or by resolution of the Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors (and may be removed by a majority vote of the Board of Directors) at such time and in such manner as may be set forth in the Bylaws or by applicable law. The names and street addresses of the initial officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Richard A. Beard, II	President	c/o R.A. Beard Co. 100 North Tampa Street, Suite 2175 Tampa, Florida 33602
Paul Catoc	Vice President	c/o Tampa Bay Convention & Visitors Bureau 400 North Tampa Street, Suite 2800 Tampa, Florida 33602
David Mechanik	Secretary	c/o Mechanik Nuccio 305 South Boulevard Tampa, Florida 33606-2150
Henry Saavedra	Treasurer	c/o Tampa Sports Authority 4201 N. Dale Mabry Hwy Tampa, Florida 33607

ARTICLE XI INCORPORATOR

The name and address of the incorporator is David M. Mechanik, 305 South Boulevard, Tampa, Hillsborough County, Florida 33606.

ARTICLE XII BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may only be altered, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE XIII AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by a majority vote of the Board of Directors, and in compliance with the provisions of Chapter 617, Florida Statutes.

((H06000253102 3)))

(((H06000253102 3)))

**ARTICLE XIV
INDEMNIFICATION**

The Corporation shall indemnify each officer and director, including former officers and directors, to the fullest extent permitted by law, including but not limited to Chapter 617, Florida Statutes. It is intended that the officers and directors of the Corporation shall be immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

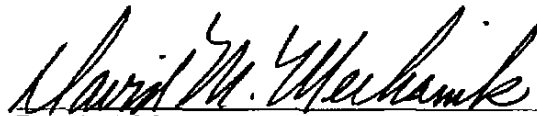
**ARTICLE XV
TAX EXEMPT STATUS**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(6) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**ARTICLE XVI
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation, as set forth in Article V above, or to such qualified organization or organizations as the court shall determine for purposes of this Article XVI. An organization shall be deemed to be a "qualified organization" for the purposes of this Article XVI only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

The undersigned has executed these Articles of Incorporation on this 10th day of October, 2006.


David M. Mechanik, its Incorporator

(((H06000253102 3)))

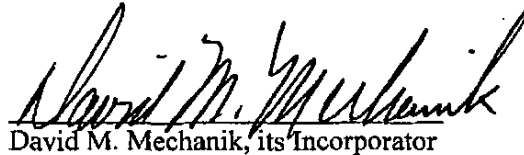
(((H06000253102 3)))

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Tampa Bay Super Bowl XLIII Host Committee, Inc., desiring to organize under the laws of the State of Florida, has named David M. Mechanik, 305 South Boulevard, Tampa, Hillsborough County, Florida 33606, as its agent to accept service of process within the State of Florida.

DATED this 16th day of October, 2006.


David M. Mechanik, its Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing Corporation at the place designated in this certificate, I hereby agree to act in such capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 16th day of October, 2006.


David M. Mechanik

(((H06000253102 3)))