

AUG. 7. 2008 05PM TRENAM, KEMKER NO. 0981 P. 1
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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida Association of Ticketing, Inc.

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**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF TICKETING, INC.**

ARTICLE I

Name

The name of this corporation shall be:

Florida Association of Ticketing, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:

1845 Killam Circle
Middleburg, Florida 32068

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for the purpose of supporting, preserving, and developing standards for marketing, sales, and services in the ticketing industry in the state of Florida and surrounding areas, and for such other purposes as may be incidental thereto.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder.

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(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to the State of Florida general fund, and no trustee, officer, director or member of this corporation, or private individual shall be entitled to share in the distribution of any of this corporation's assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Code.

ARTICLE V

Officers and Directors

(a) The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a president, a secretary, and a treasurer, and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

(b) The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of State of Florida.

ARTICLE VI

Membership

There shall be one class of Members whose qualifications for membership in this corporation and the manner of admission shall be as specified in this corporation's Amended and Restated Plan of Operation and Bylaws. Each Member shall be entitled to one vote for purposes of electing certain members of the Board of Directors of this corporation as specified in this

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corporation's Amended and Restated Plan of Operation and Bylaws. Members of this corporation shall not be entitled to vote on any other matter other than the election of directors.

ARTICLE VII

Indemnification

Directors, officers, employees, and agents of this corporation shall be entitled to indemnification to the fullest extent permitted or authorized under Chapter 617, Florida Statutes, or other applicable law, and this corporation shall be authorized to purchase insurance coverage for such purposes. This right of indemnification may be further described in this corporation's Bylaws.

ARTICLE VIII

Initial Registered Office and Agent

The initial registered agent of this corporation shall be John A. Williams, Esq., and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE IX

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John A. Williams, Esq.	101 E. Kennedy Boulevard Suite 2700 Tampa, Florida 33602

ARTICLE X

By-Laws

The by-laws of this corporation may be made, altered, amended, or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

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ARTICLE XII

Term of Existence

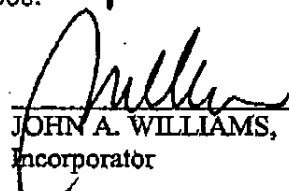
The term for which this corporation is to exist shall be perpetual.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 27th day of August, 2008.



JOHN A. WILLIAMS,
Incorporator

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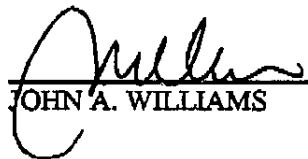
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

JOHN A. WILLIAMS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Chapter 617, Florida Statutes.

DATED this 21st day of August, 2008.


JOHN A. WILLIAMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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