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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TAMPA BAY CONVENTION & VISITORS BUREAU, INC**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA BAY CONVENTION & VISITORS BUREAU, INC.**

A Florida Not For Profit Corporation

Pursuant to Sections 617.01201, 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of Tampa Bay Convention & Visitors Bureau, Inc., a Florida not for profit corporation (the "**Corporation**"), are hereby amended and restated in their entirety as follows. These Amended & Restated Articles of Incorporation supersede and replace the original Articles of Incorporation and all amendments thereto.

ARTICLE I

Name

The name of the Corporation is "**TAMPA BAY CONVENTION & VISITORS BUREAU, INC.**"

ARTICLE II
Principal Office

The street and mailing address of the principal office of the Corporation is 201 N. Franklin Street, Suite 2900, Tampa, Florida 33602.

ARTICLE III
Purposes

The purposes for which the Corporation is organized and shall be operated are:

- a) The Corporation is organized and shall be operated exclusively to promote the visitation to Tampa and Hillsborough County by persons for the attendance at conventions, conferences, seminars, meetings, sporting events, and other business, civic, athletic, social, tourist, and religious activities.
- b) The Corporation shall be authorized and empowered to receive tourist development tax revenues by contract with the Board of County Commissioners of Hillsborough County pursuant to the provisions of Section 125.0104, Florida Statutes, and to utilize, expend, and distribute said funds by the Corporation or to other tourist and visitor development bureaus and associations within Hillsborough County for the promotion of said activities.
- c) The Corporation shall be empowered and authorized to receive, deposit, maintain, control, and disburse funds and the income therefrom only for purposes authorized under Section

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501(c)(6) of the Internal Revenue Code of 1954 as amended and the regulations issued thereunder (the "Code").

d) No part of the net income or earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any other person, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

e) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under said Section 501 of the Code.

f) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations designated as tax exempt organizations under Section 501(c)(3) of the Code, each of which has been in existence and so designated for a continuous period of at least ten (10) of the preceding sixty (60) calendar months, or to the federal, state or local governments to be used exclusively for public purposes; and no member, director, officer, or other person shall be entitled to share in the distribution of any of said assets whatsoever.

ARTICLE IV
Powers

The Corporation shall have and exercise all powers authorized by applicable law necessary or proper to effect any and all of the purposes for which the Corporation is organized.

ARTICLE V
Members

The qualifications for members and the manner of their admission shall be stated and regulated by the Bylaws.

ARTICLE VI
Registered Office and Agent

The street address of the Corporation's registered office is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the name of its registered agent at such address is Gregory C. Yadley.

ARTICLE VII
Board of Directors

The Board of Directors shall be comprised of not less than three (3) nor more than fifty (50) directors as stated and regulated by the Bylaws. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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ARTICLE VIII

Bylaws

The Bylaws of the Corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Directors of the Corporation present at any meeting of the Board of Directors at which a quorum is present and notice of the proposed action with respect to said Bylaws has been waived by a majority of the members of the Board of Directors or notice has been mailed by the Secretary of the Corporation to all of the members of the Board of Directors at least five (5) days before the date of the meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Amended and Restated Articles of Incorporation may be amended as prescribed by applicable law.

ARTICLE X

Executive Committee

The Corporation shall have an Executive Committee as authorized and regulated by the Bylaws. Said Executive Committee shall be empowered to exercise all powers and authorizations of the Board of Directors during all times except when the Board of Directors is in session.

* * *

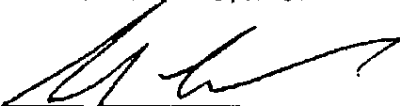
These Amended and Restated Articles of Incorporation were adopted by the board of directors and does not contain any amendments requiring member approval.

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IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of August 28, 2025

**TAMPA BAY CONVENTION &
VISITORS BUREAU, INC.**

By: 
Name: Santiago Corrada
Title: President

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