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GRAY, HARRIS, ROBINSON, SHACKLEFORD, PARKER

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

TAMPA HILLSBOROUGH ECONOMIC DEVELOPMENT CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
TAMPA HILLSBOROUGH ECONOMIC DEVELOPMENT CORPORATION**

**(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**ARTICLE 1  
NAME AND ADDRESS OF CORPORATION**

The name of the corporation shall be:

**Tampa Hillsborough Economic Development Corporation**

The principal address and the mailing address of the corporation shall be:

GrayRobinson, P.A., 201 North Franklin Street, Suite 2200, Tampa, Florida 33602

**ARTICLE 2  
PURPOSES**

The corporation is organized on a not for profit basis as a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to advance and support the recruitment, formation, expansion and retention of quality jobs and competitive businesses that will foster and maintain a diversified, year-round, and sustainable economy for the cities and communities within Hillsborough County and the surrounding area.

No part of the 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 the purpose clause hereof. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c), of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under the applicable provisions of the Internal Revenue Code, or any future federal tax code.

**ARTICLE 3  
MEMBERSHIP**

The qualification for members and the manner of their admission shall be as stated in the Bylaws.

**ARTICLE 4  
BOARD OF DIRECTORS**

A Board of Directors consisting of not less than three (3) persons shall oversee the affairs of the corporation. The Board of Directors of the corporation shall be elected or appointed as stated in the Bylaws.

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**ARTICLE 5  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**ARTICLE 6  
BYLAWS**

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

**ARTICLE 7  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is:

GrayRobinson, P.A.  
201 N. Franklin Street, Suite 2200  
Tampa, FL 33602

The initial registered agent of this corporation at that address is:

David L. Smith

**ARTICLE 8  
INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is as follows:

David L. Smith  
GrayRobinson, P.A.  
201 N. Franklin Street, Suite 2200  
Tampa, FL 33602

**ARTICLE 9  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**ARTICLE 10  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court 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.

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**ARTICLE 11  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of September, 2009.

  
\_\_\_\_\_  
David L. Smith**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned hereby consents to the appointment as Registered Agent of the Tampa Hillsborough Economic Development Corporation to accept service of process upon said corporation in this state. By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

  
\_\_\_\_\_  
David L. Smith  
Registered Agent

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