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FLORIDA PROFIT/NON PROFIT CORPORATION

2010 Tampa Bay Host Committee, Inc.

2012

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**ARTICLES OF INCORPORATION
FOR
2012 TAMPA BAY HOST COMMITTEE, INC.
(A Corporation Not-For-Profit)**

The undersigned subscriber, desiring to form a not for profit corporation under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be 2012 Tampa Bay Host Committee, Inc.

**ARTICLE II
CORPORATE PURPOSE**

(a) The general object and general purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for those purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, and the corresponding provisions of any future federal tax laws (the "Code"), including religious, charitable, scientific, testing for public safety, literary, educational or prevention of cruelty to children or animals ("Charitable Purposes").

(b) Bringing the Republican National Convention and/or the Democratic National Convention to the City of Tampa, Tampa Bay Area and the State of Florida, and to assist in the planning, coordinating and implementing of the marketing and promotion of the City of Tampa and the Tampa Bay Area for the Republican National Convention and/or the Democratic National Convention for the year 2012, and for the purpose of stimulating commerce within the City of Tampa, Tampa Bay Area and the State of Florida, strengthening its tax base and stimulating an increase in financial support of the Tampa Bay Area's educational, cultural and historical institutions.

(c) Promoting the erection and/or maintenance of public buildings, visitor buildings, parks and historical sites in the City of Tampa and the Tampa Bay Area which will be visited by persons attending or accompanying those attending such conventions.

(d) Creating increased employment opportunities in the City of Tampa and the Tampa Bay Area.

(e) Any other Charitable Purpose permitted under Florida law and the Code.

In carrying out such Charitable Purposes, the Corporation shall have all of the powers and authorities granted by law pertaining to not for profit corporations, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer, invest and reinvest the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable Purposes; provided, moreover, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

ARTICLE III **CORPORATE POWERS**

The Corporation shall have all powers permitted to be exercised by not for profit corporations under Florida law, except as contemplated by Article XI, below.

ARTICLE IV **MEMBERSHIP**

The membership of the Corporation shall be limited to the members of the Board of Directors and such other persons, if any, as may be designated in the Bylaws.

ARTICLE V **DURATION**

The Corporation shall have perpetual existence commencing with the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE VI **OFFICERS**

The officers of the Corporation shall be a President, Secretary and Treasurer. The Bylaws may establish additional officers. The officers shall be elected and shall hold office in the manner provided in the Bylaws.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have five Directors initially. The number of Directors may be increased from time to time, as provided in the Bylaws, but shall never be less than three. The Directors shall be elected and shall hold office in the manner permitted in the Bylaws. The names and street addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Alfred S. Austin	1211 North Westshore Blvd. Suite 700 Tampa, Florida 33607
Richard A. Beard	601 North Ashley Dr. Suite 390 Tampa, Florida 33602
Ronald L. Ciganek	100 North Tampa St. Suite 3100 Tampa, Florida 33602
Donald DeFosset	Corporate Center Three 4221 West Boy Scout Blvd. Suite 1000 Tampa, Florida 33607
Kenneth P. Jones	101 East Kennedy Boulevard, Suite 3300 Tampa, Florida 33602

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator is:

Robert J. Grammig
100 North Tampa Street
Suite 4100
Tampa, Florida 33602

ARTICLE IX
GENERAL

(a) All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes selected by the Board of Directors; and

(b) The Corporation shall not have capital stock and shall not pay dividends to its Incorporator, Directors, or officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporator, Directors, or officers, provided that the Corporation may pay compensation in a reasonable amount to its Incorporator, Directors, or officers for services rendered. The private property of the Incorporators, Directors, or officers shall not be liable for the debts of the Corporation.

ARTICLE X
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

(a) The principal office and mailing address of the Corporation is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the Tampa Bay Area.

(b) The Corporation's Registered Office is located at 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, and Corporate Creations Network Inc. is hereby appointed as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE XI
PROHIBITED ACTIVITIES

The Corporation:

(a) shall not attempt to influence legislation as a substantial part of its activities;

(b) shall not allow any part of its net income to inure to the benefit of Directors or officers of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;

(c) shall not participate to any extent in any political campaign for or against any candidate for public office;

(d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;

(e) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(f) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(g) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

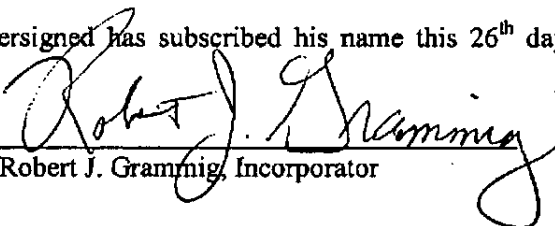
(h) shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; and

(i) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the Charitable Purposes set forth in Article II above. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its existing assets to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code or to the federal government, or a state or local government for exclusive public purposes, as shall be determined by the last Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county of 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. None of the assets will be distributed to any officer or Director of this Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 26th day of March, 2010.


Robert J. Grammig, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

2012 Tampa Bay Host Committee, Inc., desiring to organize under the laws of the State of Florida, has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Florida Statutes Section 617.0503.

Dated this 26th day of March, 2010.

Corporate Creations Network Inc.

By:

Jim Perkins, Vice President

Name:

Title:

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