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TAMPA HILLSBOROUGH FILM AND DIGITAL MEDIA COMMISSION

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAMPA HILLSBOROUGH FILM AND DIGITAL MEDIA COMMISSION, INC.

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Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the undersigned being of full age, for the purpose of forming a not-for-profit corporation without capital stock, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and do hereby make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be "Tampa Hillsborough Film and Digital Media Commission, Inc."

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be located in the County of Hillsborough at 101 East Kennedy Boulevard, Suite 1750, Tampa, Florida 33602. The mailing address of the initial principal office of this Corporation shall be 101 East Kennedy Boulevard, Suite 1750, Tampa, Florida 33602.

ARTICLE III
TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE IV
CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act. These purposes include the following: (i) to promote the and develop film and

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digital media business in Hillsborough County; (ii) to promote the general business interests of Hillsborough County and the cities of Tampa, Plant City and Temple Terrace as contemplated by Section 288.075, Florida Statutes; provided that the Corporation shall not be delegated any governmental decision making authority, governmental responsibility or governmental function; and (iii) to do all things necessary, suitable, and proper for the accomplishment of the foregoing purposes or the attainment of the objectives herein set forth or as are incidental thereto.

ARTICLE V **MEMBERSHIP**

The sole Member of the Corporation shall be the Tampa Hillsborough Economic Development Corporation which shall have the following powers:

- a. Approve, disapprove or recommend the adoption of the Corporation's mission and philosophy statement;
- b. Approve, disapprove or recommend the adoption, change, amendment, or repeal of the Articles of Incorporation of the Corporation;
- c. Approve, disapprove or recommend the adoption, change, amendment, or repeal of the Bylaws of the Corporation;
- d. Approve, disapprove or recommend the annual operating and capital budget of the Corporation;
- e. Approve, disapprove, or recommend the selection of a qualified accounting firm and law firm of the Corporation;
- f. Approve, disapprove or remove any member of the Board of Directors;
- g. Approve or disapprove the transfer, sale, lease or disposition of Corporation assets above Twenty-Five Thousand Dollars (\$25,000); and
- h. Approve, disapprove or recommend incurrence of debt and capital expenditures by Corporation above Ten Thousand Dollars (\$10,000).

ARTICLE VI **REGISTERED AGENT**

The registered agent of this Corporation shall be Ronald A. Christaldi. The street address of the registered office of this Corporation shall be: 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

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ARTICLE VII
INCORPORATORS

The name and address of the Incorporator is:

Richard W. Homans, Jr.
101 East Kennedy Boulevard, Suite 1750
Tampa, Florida 33602

ARTICLE VIII
BOARD OF DIRECTORS

The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation. The Corporation initially shall have four (4) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of directors is never less than three (3).

ARTICLE IX
VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE X
INDEMNIFICATION

The Corporation may indemnify the incorporator, any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI
DISSOLUTION

Upon any dissolution of the Corporation, the directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

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ARTICLE XII
AMENDMENT

These Articles may be adopted, altered, amended or repealed only by a majority vote of the directors present at a regular or special meeting of the Board at which a quorum is present, or by all directors signing a written statement manifesting their intention that these Articles be adopted, altered, amended or repealed, and in all instances with the approval of the Tampa Hillsborough Economic Development Corporation; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each director, at least ten (10) days prior to the meeting at which such alteration shall be voted upon.

ARTICLE XIII
LIMITATION ON ACTIVITIES

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 Article IV hereof.

IN WITNESS WHEREOF, we have hereto executed these Amended and Restated Articles of Incorporation on this 12th day of May, 2014.


Richard W. Homans, Jr.
Chair

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Tampa Hillsborough Film and Digital Media Commission, Inc.
2. The name and the Florida address of the registered agent are:

Ronald A. Christaldi
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard, Suite 2800
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ronald A. Christaldi, Esq.
Registered Agent

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**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF****TAMPA HILLSBOROUGH FILM AND DIGITAL MEDIA COMMISSION, INC.**

WE HEREBY ACKNOWLEDGE, as the duly elected and qualified Chair and Secretary-Treasurer of Tampa Hillsborough Film and Digital Media Commission, Inc. (the "Corporation"), the following:

That these Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation at a duly called meeting on July 14, 2014, 2014, pursuant to Section 617.1007, Florida Statutes; and

That these Amended and Restated Articles of Incorporation were approved by the Member of the Corporation at a duly called meeting on July 14, 2014, 2014, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

Dated this 14th day of July, 2014.

Tampa Hillsborough Film and Digital Media
Commission, Inc.

By:


Richard W. Homans, Jr.
Chair

Attest:

Print Name:


Ken Hagen
Secretary-Treasurer

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