

Rogers

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
GATOR BOWL SPORTS EVENTS, INC.

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**ARTICLES OF INCORPORATION
OF
GATOR BOWL SPORTS EVENTS, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

(a) The name of this corporation (the "Corporation") shall be: GATOR BOWL SPORTS EVENTS, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 1 Gator Bowl Boulevard, Jacksonville, Florida 32202, or at such other address as may be determined by the Board of Directors.

(d) The registered agent of the Corporation is Richard M. Catlett, whose office address is 1 Gator Bowl Boulevard, Jacksonville, Florida 32202.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized and shall be operated exclusively for the promotion of charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law, including, without limitation:

(i) to promote sporting events and athletic events in Northeast Florida, including associated entertainment and promotions;

(ii) to provide Northeast Florida with athletic and related activities in order to maximize positive impact on the area economy, national image and community pride;

(iii) to encourage support, participation and interaction among government, business and the general public to support and promote sporting events and athletic events within Northeast Florida;

(iv) to initiate, stimulate and improve intercollegiate athletics programs for student-athletes and to promote and develop educational leadership, physical fitness, athletics excellence and athletics participation as a recreational pursuit;

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(v) to organize public exhibitions of sporting events and athletic events within Northeast Florida;

(vi) to cooperate with other amateur athletics organizations in promoting and conducting national and international athletics events;

(vii) to promote and support community youth athletic activities and events; and

(viii) to solicit, receive and administer funds exclusively for such other charitable, literary and educational purposes as are permitted for an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, (i) the assets of the Corporation shall be distributed to the Member (as defined in Article IV) so long as the Member is an organization exempt from federal income tax under Section 501(c)(3) of the Code at such time, or (ii) if the Member is not an organization exempt from federal income tax under Section 501(c)(3) of the Code at such time, then the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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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(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III

POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

ARTICLE IV

MEMBER

The sole member of the Corporation shall be Gator Bowl Sports, Inc., a Florida not for profit corporation and an organization exempt from federal income tax under Section 501(c)(3) of the Code (the "Member"). The Member shall have all of the rights of the rights and privileges of the member set forth in the bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation. The directors shall serve without compensation. The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

ARTICLE VI

BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws, with the written consent of the Member.

ARTICLE VII

LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

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(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time by (i) a two-thirds majority vote of the Board of Directors and (ii) the written consent of the Member.

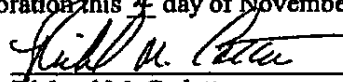
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation or otherwise.

ARTICLE X
INCORPORATION

The name and address of the sole incorporator of the Corporation is Richard M. Catlett, Gator Bowl Association, One Gator Bowl Boulevard, Jacksonville, Florida 32202.

Signed by the sole incorporator of the Corporation this 4 day of November, 2013.



Richard M. Catlett

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GATOR BOWL SPORTS EVENTS, INC.

2. The name and address of the registered agent and office are:

RICHARD M. CATLETT
ONE GATOR BOWL BOULEVARD
JACKSONVILLE, FLORIDA 32202

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.

Dated: November 4, 2013.



RICHARD M. CATLETT