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Andre, Gail

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
OSCEOLA CONVENTION AND VISITORS BUREAU, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OSCEOLA CONVENTION AND VISITORS BUREAU, INC.
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as the incorporator of OSCEOLA CONVENTION AND VISITORS BUREAU, INC. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

**ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be the OSCEOLA CONVENTION AND VISITORS BUREAU, INC. The mailing address of the corporation is 215 Celebration Place, #200, Kissimmee, Florida 34747 and its principal office shall be located at 215 Celebration Place, #200, Kissimmee, Florida 34747.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be William T. Dymond, Jr.

**ARTICLE III
PURPOSES**

Section 1. The specific and primary purposes for which this corporation is formed is to be a full service destination management organization and, it shall: (i) promote, advance, and provide the means for a cooperative approach primarily focused on the development of the local tourism and convention industry in Kissimmee - St. Cloud and Osceola County, Florida; (ii) educate and enlighten elected officials, governing bodies, regulators, and legislators about the value, positive financial impact, economic benefits, and other advantages of the local tourism and convention industries; (iii) study, advise, and either take or recommend action on economic opportunities, regulations, and legislation that will advance, protect, or, otherwise affect the financial well-being and other interests of the local tourism and convention industry; (iv) educate the media and consumers about the services, value, economic role, financial impact, overall importance, and other benefits or advantages provided by the local tourism and convention industries; (v) provide a forum and a productive environment for discussion between the members of the local tourism and convention industry that will encourage the exchange of ideas and will foster completion and promote the tourism and convention industries generally by the creation and development of innovations and other measures for the general good; (vi) establish and maintain relationships and liaisons with governmental, educational, and other organizations that will support and contribute to the advancement and development of the local tourism and convention industries; and (vii) act as needed or proper at any time or place for the accomplishment of any of the corporate purposes, or towards the attainment of any one or more of the enumerated goals, or that otherwise may be conducive to the interests of the Corporation

and of its members, or as may be necessary to advance or to protect its interests and/or its members, and to act accordingly.

Section 2. Notwithstanding any other provision of these articles, this corporation shall operate at all times and in such a way that will allow the Corporation to qualify and continue to qualify as an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws; and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) the Code.

ARTICLE IV POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(6) of the Code.

ARTICLE V MEMBERSHIP

The corporation shall have any members with such rights and responsibilities as may be set forth in the Bylaws of the Corporation. Any individual or organization, upon qualification and approval as set forth in the Bylaws of the Corporation, shall be eligible to membership in this Corporation. Membership shall be at the sole discretion of the Board of Directors, which shall have the power to set the qualifications and criteria for the admission of members, including, without limitation, the establishment of differing classes of members and voting rights (if any) of members.

ARTICLE VI TERM

This corporation shall have perpetual existence unless sooner dissolved according to law;

ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this corporation is as follows:

William T. Dymond, Jr.

215 North Eola Drive
Orlando, Florida 32801

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the

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bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Mark McHugh

215 Celebration Place, #200
Kissimmee, Florida 34747

Marc Reicher

8390 ChampionsGate Boulevard, Suite 104
ChampionsGate, Florida 33896

Rembert Vonk

1420 Celebration Blvd, Suite 200
Celebration, Florida 34747

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ARTICLE IX
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 501(c)(6) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify, hold harmless, defend, discharge from liability and insure any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any Proceeding to the greatest extent permitted under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes and as may be provided for in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set her hand and seal on this the 6 day of August, 2014, for the purpose of forming this not for profit corporation under the laws of the State of Florida.



William T. Dymond, Jr., Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of OSCEOLA CONVENTION AND VISITORS BUREAU, INC. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.


William T. Dymond, Jr.

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