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FLORIDA PROFIT/NON PROFIT CORPORATION
Tampa Bay Super Bowl LV Host Committee, Inc.

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**ARTICLES OF INCORPORATION
OF
TAMPA BAY SUPER BOWL LV HOST COMMITTEE, INC.
(a Florida Not-for-Profit Corporation)**

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The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Tampa Bay Super Bowl LV Host Committee, Inc.

**ARTICLE II
ADDRESS**

The initial street and mailing address and principal place of business of Tampa Bay Super Bowl Host Committee LV, Inc. (the "Corporation"), is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

**ARTICLE III
NOT-FOR-PROFIT**

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law, or under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(6) of the Code.

**ARTICLE IV
PURPOSES AND POWERS**

The Corporation is organized and shall be operated exclusively for the benefit of the public through the exercise of the following purposes and powers:

- A. To serve in the capacity of the local organizing committee to promote, organize, support and produce National Football League (hereinafter "NFL") Super Bowl LV for the Tampa Bay Area.
- B. To develop, promote, assist and encourage professional and amateur sports programs and sporting events for the Tampa Bay Area.
- C. To improve the economic business conditions of the Tampa Bay Area by promoting and producing national or international competition in sports.

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- D. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes, Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- E. To engage in and transact any other lawful activity, solely in furtherance of the foregoing powers and purposes, of which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to that Act.
- F. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V LIMITATIONS ON CORPORATE POWER

The Corporation shall not engage in any activities prohibited by Chapter 617 of the Florida Statutes or Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future Florida Statutes or federal tax code. No part of the assets or 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. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit, or perform particular services for individual persons. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VI NO STOCK TO BE ISSUED

The Corporation is organized on a non-stock basis. The Corporation shall not issue any shares of stock.

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the name of its initial registered agent at that address is Gregory C. Yadley.

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ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The manner in which the Directors are to be elected or appointed shall be stated in the Bylaws. The Board of Directors shall consist of not less than three (3) Directors. The number of Directors of the Corporation may be increased or diminished from time to time in accordance with the terms of the Bylaws, but shall never be less than three (3).

ARTICLE IX INCORPORATOR

The name and address of the incorporator is Gregory C. Yadley at Shumaker, Loop & Kendrick, LLP., 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE X AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by a majority vote of the Board of Directors, and in compliance with the provisions of Chapter 617, Florida Statutes.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the fullest extent permitted by law, including but not limited to Chapter 617, Florida Statutes. It is intended that the officers and directors of the Corporation shall be immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

ARTICLE XII TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(6) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

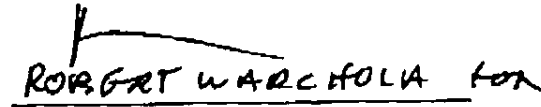
ARTICLE XIII DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation, as set forth in Article IV above, or to such qualified organization or organizations as the court shall determine for

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purposes of this Article XIII. An organization shall be deemed to be a "qualified organization" for the purposes of this Article XIII only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

The undersigned has executed these Articles of Incorporation on this 14th day of July, 2017.


Gregory C. Yadley, its Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

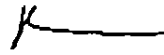
In compliance with § 617.0501, Florida Statutes, the following is submitted:

That Tampa Bay Super Bowl LV Host Committee, Inc., desiring to organize under the laws of the State of Florida, has named Gregory C. Yadley at Shumaker, Loop & Kendrick, LLP., 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, F.S.

ACCEPTANCE:

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity under § 617.0501, Florida Statutes.

DATED this 14th day of July, 2017.


ROBERT WARCHOL FOR
Gregory C. Yadley