

12/14/2020

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Tampa Downtown Partnership Foundation, Inc.

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Derrick Thompson
12/15/2020

**ARTICLES OF INCORPORATION
OF
TAMPA DOWNTOWN PARTNERSHIP FOUNDATION, INC.**

A Florida Not For Profit Corporation

In order to form a corporation (the "Corporation") in accordance with the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter set forth.

**ARTICLE I.
Corporation Name**

The name of the Corporation is Tampa Downtown Partnership Foundation, Inc.

**ARTICLE II.
Term of Existence**

The existence of the Corporation shall be perpetual and shall commence at the time of filing of these Articles of Incorporation.

**ARTICLE III.
Purposes and Restrictions**

The purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, operating as a supporting organization, within the meaning of Section 509(a)(3) of the Code. In furtherance of this purpose, but not in limitation thereof, the Corporation may exercise all rights and powers conferred upon nonprofit corporations by the laws of the State of Florida.

Subject at all times to the requirements of the preceding paragraph, the specific mission of the Corporation in carrying out its authorized charitable and educational purposes shall be to:

- (a) be a steward of Downtown Tampa and foster a diverse and vibrant 24-hour downtown neighborhood, as established and identified as the Special Services District (SSD), by providing programming, public space activation, maintenance, safety, beautification and urban design, marketing and business development, and transportation and planning initiatives that provide residents, workers, and visitors a place to live, learn, work, and play;
- (b) contact or associate with other organizations, for-profit and nonprofit, with individuals and with governmental agencies in furtherance of these purposes;
- (c) receive property by gift, devise or bequest, to invest or reinvest the same, and to apply the income and principal thereof as the Board of Directors may from time to time determine, and to give, convey, loan or assign any of the Corporation's property outright, or upon lawful terms regarding the use thereof, exclusively in furtherance of the Corporation's charitable, scientific and educational purposes, including, without limitation, the following: to

Fax Audit No. H20000425910 3

encourage, motivate, accept, hold, invest, reinvest and administer gifts, bequests, and devises of property and to use, disburse, loan or donate the principal thereof or income earned thereupon for the activities and purposes of the Member;

(d) do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of the Act and Section 501(c)(3) of the Code.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 of the Corporation set forth in this Article III. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal taxation under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV.

Principal Office and Registered Agent

The principal office and mailing address of the Corporation shall be 400 N. Ashley Drive, Suite 2125, Tampa, Florida 33602. The Registered Agent shall be Lynda Remund, and the registered office shall be 400 N. Ashley Drive, Suite 2125, Tampa, Florida 33602.

ARTICLE V.

Board of Directors

The powers, business and affairs of the Corporation shall be managed and directed by the Board of Directors in accordance with these Articles of Incorporation and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of election of directors shall be as stated in the bylaws.

ARTICLE VI.

Incorporator

The name and street address of the incorporator of the Corporation is Haley R. Ayure, Esq., Buchanan Ingersoll & Rooney PC, 401 E. Jackson St., Ste. 2400, Tampa, Florida 33602.

Fax Audit No. H20000425910 3

ARTICLE VII.

Members

The sole member of the Corporation is Tampa Downtown Partnership, Inc., a Florida not for profit corporation ("TDP") which has been recognized by the Internal Revenue Service as exempt from federal taxation under Section 501(c)(6).

ARTICLE VIII.

Distribution of Assets upon Dissolution.

Upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning, transferring, or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed by the Board of Directors to one or more organizations recognized as exempt under Section 501(c)(3) of the Code as having purposes similar to those of this Corporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE IX.

Amendment

These Articles may be amended by the Board of Directors as provided in Section 617.1002(b), Florida Statutes.

ARTICLE X.

Indemnification

This Corporation shall indemnify the directors and officers of the Corporation to the full extent permitted by applicable law. No director or officer of the Corporation shall be liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article X shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE XI.

Bylaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may thereafter be amended from time to time as provided therein.

ARTICLE XII.

Effective Date

The effective date of these Articles of Incorporation shall be January 1, 2021.

[SIGNATURE PAGE NEXT]

Fax Audit No. H20000425910 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
for the uses and purposes aforesaid, this 14th day of December, 2020.



Haley R. Ayure, Esq., Incorporator

Fax Audit No. H20000425910 3

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
TAMPA DOWNTOWN PARTNERSHIP FOUNDATION, INC.**

Pursuant to Section 617.0501, Florida Statutes, the undersigned, having been named as registered agent to accept service of process for TAMPA DOWNTOWN PARTNERSHIP FOUNDATION, INC., at the place designated as the registered office, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the duties and obligations of its position as registered agent.

DATED the 14 day of Dec., 2020.



Lynda Remund