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FLORIDA CITRUS SPORTS FOUNDATION, INC.

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Amended & Restated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FLORIDA CITRUS SPORTS FOUNDATION, INC.**

THIS AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FLORIDA CITRUS SPORTS FOUNDATION, INC. ("the "Restated Articles") is made effective as of the 9th day of September, 2008 (the "Effective Date").

WITNESSETH:

WHEREAS, the Articles of Incorporation of Florida Citrus Bowl Foundation, Inc. were filed with the Secretary of State of the State of Florida on May 29, 1990; and

WHEREAS, the Articles of Incorporation were amended by that certain Articles of Amendment filed on June 9, 1992 with the Secretary of State; and

WHEREAS, the Articles of Incorporation were further amended by that certain Articles of Amendment filed with the Secretary of State on March 23, 1998, which Articles of Amendment, among other things, changed the name of the corporation to Florida Citrus Sports Foundation, Inc., a not-for-profit corporation (the "Corporation") (the Articles of Incorporation, as amended by the June 9, 1992 Articles of Amendment and as further amended by the March 23, 1998 Articles of Amendment are herein referred to as the "Original Articles of Incorporation"); and

WHEREAS, the Original Articles of Incorporation provided that the Corporation's Articles of Incorporation may be amended by a majority vote of the Members of the Corporation at any annual meeting or special meeting called for that purpose; and

WHEREAS, the Members of the Corporation have reviewed the original Articles of Incorporation and have determined that it is in the best interest of the Corporation to amend and restate the Original Articles of Incorporation in their entirety; and

WHEREAS, at a special meeting of the Members of the Corporation held on September 8, 2008, properly noticed and duly called in accordance with the Original Articles of Incorporation, a majority of the Members approved amending and restating the Original Articles of Incorporation in their entirety; and

WHEREAS, the Corporation desires to memorialize the amendment and restatement of the Articles of Incorporation in this document, which will be filed with the Secretary of State and placed in the corporate records book of the Corporation, all in accordance with the Florida Statutes, including but not limited to, Florida Statutes Section 617.1002, 617.0202, 617.1006 and 617.1007.

NOW THEREFORE, the Original Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

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ARTICLE I

The name of the Corporation is FLORIDA CITRUS SPORTS FOUNDATION, INC. and the initial principal address of the Corporation is: One Citrus Bowl Place, Orlando, Florida 32805.

ARTICLE II

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

The Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes.

The specific purpose of the Corporation is to be a charitable foundation to make gifts, grants or donations for the promotion of the public welfare or for religious, charitable, scientific, education or other similar purposes, which are exclusively charitable within the meaning of 501(c)(3) of IRC Code of 1986 and exclusively operated for the benefit of or to perform the functions of Florida Citrus Sports Association, Inc. ("FCSA") and Florida Citrus Sports Events, Inc. ("FCSE").

ARTICLE IV

The membership of the Corporation shall be limited to all former Chairmen of the Board of Directors of FCSA and any former Presidents of FCSA's predecessor corporation, Tangerine Sports Association, Inc., and the duly-elected current members of the Executive Committees of FCSA and FCSE. Any other provisions for qualification or admission of Members shall be provided for in the By-Laws of the Corporation.

ARTICLE V

The street address and city of the initial registered office of the Corporation is One Citrus Bowl Place, Orlando, Florida 32805, and the name of its initial registered agent at such address is Richard J. Fildes, Esquire.

ARTICLE VI

The name and address of each incorporator is as follows:

1. Charles G. Ogilvie
2002 Via Tuscany
Winter Park, Florida 32789
2. Richard J. Fildes, Esq.
215 N. Eola Drive
Orlando, Florida 32801

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ARTICLE VII

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall be made up of (a) the Chairman of the Board, the President, the Vice-President, the Secretary, the Treasurer, and two other Members of the Corporation, all of whom are former Chairmen of the Board of FCSEA or Presidents of FCSEA's predecessor corporation, Tangerine Sports Association, Inc., and all of whom are elected by the Members of the Corporation at an annual meeting or special meeting of the Corporation, as more particularly set forth in the By-Laws of the Corporation, and (b) the duly elected members of the Executive Committees of FCSEA and FCSE. At no time shall the elected members of the Executive Committees of FCSEA and FCSE comprise less than 60% of the Board of Directors of the Corporation.

ARTICLE VIII

The Corporation's Articles of Incorporation may be amended by a majority vote of the Members at any annual meeting or special meeting called for that purpose, but in no event shall this Article VIII be amended to allow the membership of the Board of Directors to be altered or changed such that the elected members of the Executive Committees of FCSEA and FCSE do not comprise at least 60% of the members of the Board of Directors of the Corporation.

ARTICLE IX

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 III hereof. No substantial part of the activities of the Corporation shall be 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE X

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the principal office of the Corporation has been 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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ARTICLE XI


The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

[Signatures Appear on the Next Page]

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IN WITNESS WHERE, the undersigned Incorporators have executed these Amended and Restated Articles of Incorporation of the Corporation as of the Effective Date.


CHARLES G. OGILVIE

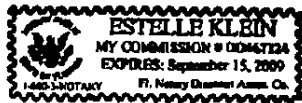

RICHARD J. FILDES

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared CHARLES G. OGILVIE, to me well known to be the person who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and seal this 17 day of September, 2008.

(NOTARY SEAL)




Notary Public Signature

ESTELLE KLEIN

(Name typed, printed or stamped)

Notary Public, State of FLORIDA

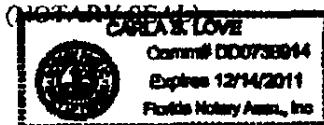
Commission No.:

My Commission Expires: 9/15/09

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared RICHARD J. FILDES, to me well known to be the person who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and seal this 17 day of September, 2008.




Notary Public Signature

CARLA S LOVE

(Name typed, printed or stamped)

Notary Public, State of FLORIDA

Commission No.: 000738944

My Commission Expires: 12/14/2011

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ACCEPTANCE OF REGISTERED AGENT:

Having been named to accept service of process for the above named Corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept to act in this capacity to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for the service of process.



RICHARD J. FILDES, ESQUIRE