

N97000007177



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 648864 7132640

AUTHORIZATION :

Patricia Pappas

300002382133--0

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 648864-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Olivia Weatherby
BUCHANAN INGERSOLL, P.C.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 1:59

DOMESTIC FILING

NAME: TAMPA BAY 2012, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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~~1097-250625~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1997

CSC NETWORK

SUBJECT: TAMPA BAY 2012, INC.
Ref. Number: W97000028623

We have received your document for TAMPA BAY 2012, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 497A00060351

RESUBMIT

Please give original
submission date as file date

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**ARTICLES OF INCORPORATION
OF
TAMPA BAY 2012, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator to these Articles of Incorporation hereby forms corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the Corporation is: Tampa Bay 2012, Inc. (the "Corporation").
THE PRINCIPLE ADDRESS IS.. 401 EAST JACKSON STREET, SUITE 2100
TAMPA, FLORIDA 33602

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State. The Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated to foster national and international amateur sports competition, including the purpose of conducting national or international competition in sports and the purposes of supporting and developing amateur athletes (as defined in the Amateur Sports Act of 1978) for national or international competition in sports. In particular, the Corporation shall be operated for the purposes of organizing, conducting, fostering, promoting, sponsoring and supporting the Games of the XXX Olympiad.

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. 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 or in opposition to 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 the corresponding provision of any future United States internal revenue law) (hereinafter, the "Code") (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 401 East Jackson Street, Suite 2500, Tampa, Florida 33602 and the name of its initial registered agent at such address is James J. Kennedy, III.

ARTICLE V
Directors

The Corporation shall have three (3) director(s) initially. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Edward Turanchik	c/o Zinobar & McCrae, P.A. 201 E. Kennedy Boulevard, Suite 850 Tampa, Florida 33602
James Clark	c/o Tampa/Hillsborough Convention and Visitors Association 400 N. Tampa, Street, Suite 1010 Tampa, Florida 33602
Nancy McWilliams	The Greater Tampa Chamber of Commerce 401 E. Jackson Street, Suite 2100 Tampa, Florida 33602

ARTICLE VI
Members

The Corporation shall have no members.

ARTICLE VII
Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Address

James J. Kennedy, III

c/o Buchanan Ingersoll, P.C.
401 E. Jackson Street, Suite 2500
Tampa, Florida 33602

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution and Liquidation

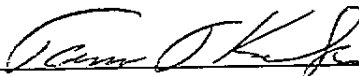
The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided by Florida law. In the event of a dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and

(b) The remaining assets shall be distributed to one or more organizations that are then recognized as Section 501(c)(3) recognized tax-exempt entities and that are organized exclusively to foster national or international amateur sports competition as qualified amateur sports organizations, or for related purposes, as the board of directors may determine. Any such assets not so disposed of by the board of directors shall be disposed of under the jurisdiction of the Circuit Court of Hillsborough County, Florida, and shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in accordance with law

and in the manner set forth above in this Article X. Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to any private individual.

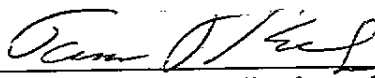
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of December, 1997.


James J. Kennedy, III, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 23rd day of December, 1997.


James J. Kennedy, III, Registered Agent

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