

N98000003702



ACCOUNT NO. : 072100000032

REFERENCE : 867858 4306424

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujols

ORDER DATE : June 24, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 867858-005

CUSTOMER NO: 4306424

CUSTOMER: Ms. Sandy York
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:50

DOMESTIC FILING

NAME: ORANGE BOWL FOUNDATION, 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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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98 JUN 24 AM 1:10
DIVISION OF CORPORATIONS
6/24/98

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DIVISION OF CORPORATIONS
98 JUN 24 AM 11:50

ARTICLES OF INCORPORATION

of

ORANGE BOWL FOUNDATION, INC.

(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be Orange Bowl Foundation, Inc. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 601 Brickell Key Drive, Suite 206, Miami, Florida 33131

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of operating for the benefit of and carrying out the purposes of The Orange Bowl Committee, a Florida not-for-profit corporation, and for the purpose of engaging in any lawful act or activity not for pecuniary profit consistent with such purposes for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article IV
MEMBERSHIP

The sole member of the Corporation shall be The Orange Bowl Committee, a Florida not-for-profit corporation.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 601 Brickell Key Drive, Suite 206, Miami, Florida 33131 ; and the name of the Corporation's initial registered agent at that address is Keith Tribble.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The directors shall be appointed by the sole member, The Orange Bowl Committee. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Sherrill Hudson
601 Brickell Key Drive
Suite 206
Miami, FL 33131

Frank Scruggs
601 Brickell Key Drive
Suite 206
Miami, FL 33131

Susan Norton
601 Brickell Key Drive
Suite 206
Miami, FL 33131

Keith Tribble
601 Brickell Key Drive
Suite 206
Miami, FL 33131

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Keith Tribble
601 Brickell Key Drive
Miami, Florida 33131

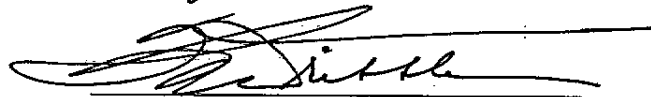
Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to The Orange Bowl Committee, a Florida not-for-profit corporation, provided that if The Orange Bowl Committee is not an organization described in Section 501(c)(3) of the Code, the assets shall be distributed to a not-for-profit corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code selected by the Directors of the Corporation.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 18 day of June, 1998.



Keith Tribble
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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WITNESSETH:

That, Orange Bowl Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Keith Tribble, located at 601 Brickell Key Drive, Suite 206, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 18 day of June, 1998.



Keith Tribble
Registered Agent