

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

TAMPA BAY SUPER BOWL HOST COMMITTEE, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

TAMPA BAY SUPER BOWL HOST COMMITTEE, INC.

A Not-for-Profit Corporation

The undersigned, for the purpose of forming a Not-for-Profit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation.

ARTICLE I
NAME

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

ARTICLE II
INITIAL MAILING ADDRESS
AND PRINCIPAL PLACE OF BUSINESS

The initial street address and mailing address of the Corporation is c/o David M. Mechanik at Mechanik Nuccio Bentley & Williams, P.A., 101 East Kennedy Boulevard, Suite 3140, Tampa, FL 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.

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H99000015578 0**ARTICLE IV
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE V
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 Bowls for the Tampa Bay Area, including without limitation, Super Bowl XXXV.
- 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.
- 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 said 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.

H99000015578 0**ARTICLE VI
LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 for in Article V (Purposes and Powers) hereof.

**ARTICLE VII
NO STOCK TO BE ISSUED**

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

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 101 East Kennedy Boulevard, Suite 3140, Tampa, Hillsborough County, Florida 33602, and the name of its initial Registered Agent at that address is David M. Mechanik.

**ARTICLE IX
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than six (6) Directors but may be any number in excess thereof. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws. The names and street addresses of the initial Directors of the Corporation are as follows:

Name**Address****Jack Wilson****The Wilson Company
6200 Courtney Campbell Causeway, #600
Tampa, FL 33607**

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Leonard Levy

Hillsborough Printing Company
P.O. Box 2272
Tampa, FL 33601

Shirley Ryals

Sun Trust Bank
401 E. Jackson Street
Tampa, FL 33602

Paul Catoe

THCVA
400 N. Tampa Street
Suite 1010
Tampa, FL 33602

Mike Kelly

P.O. Box 515
St. Petersburg, FL 33731

David Mechanik

101 E. Kennedy Boulevard
Suite 3140
Tampa, FL 33602

ARTICLE X OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by a majority vote of the Board of Directors (and may be removed by a majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is David M. Mechanik, 101 East Kennedy Boulevard, Suite 3140, Tampa, Hillsborough County, Florida 33602.

H99000015578 0**ARTICLE XII
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by a majority vote of the Board of Directors.

**ARTICLE XIII
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provisions contained in the 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 XIV
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 Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617, and other similar laws.

**ARTICLE XV
TAX EXEMPT STATUS**

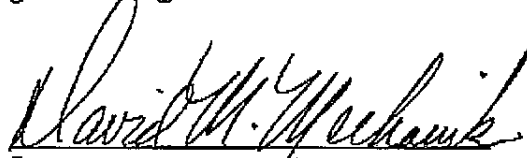
It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code and which is other than a private foundation as defined in Section 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.

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ARTICLE XVI
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 aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine for purposes of this Article, an organization is a "qualified organization" 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 said Code.

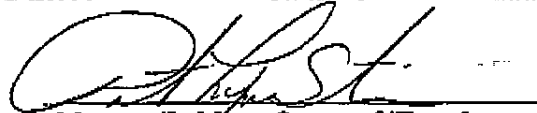
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 25th day of June, 1999.


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David M. Mechanik, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION of TAMPA BAY SUPER BOWL HOST COMMITTEE, INC., and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.




Notary Public - State of Florida
Patricia Lynn Stair
My commission expires: 9/13/2002

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That **TAMPA BAY SUPER BOWL HOST COMMITTEE, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, c/o David M. Mechanik, 101 E. Kennedy Blvd., Suite 3140, Tampa, Florida 33602, has named David M. Mechanik, 101 E. Kennedy Blvd., Suite 3140, Tampa, Florida 33602, as its agent to accept service of process within this State.

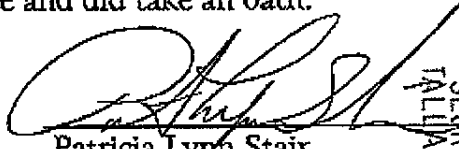
ACKNOWLEDGMENT: Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.


David M. Mechanik
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25th day of June, 1999, by David M. Mechanik, as Registered Agent of **TAMPA BAY SUPER BOWL COMMITTEE, INC.**, a Florida Not-for-Profit corporation, for and on behalf of the corporation. He is personally known to me and did take an oath.




Patricia Lynn Stair
STATE OF FLORIDA AT LARGE
My Commission expires: 9/13/2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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