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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Tampa Bay International Dragon Boat Festival, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the formation of a new corporation, Tampa Bay International Dragon Boat Festival, Inc. Also enclosed is a check for \$70 for the filing fee.

I am submitting an extra copy of the articles of incorporation. Please stamp it with the date of filing and return to me. Thank you for your attention to this matter. If you have any questions, please give me a call.

Sincerely,

Randall O. Reder

D. BROWN OCT 14 1999

ARTICLES OF INCORPORATION  
OF  
TAMPA BAY INTERNATIONAL DRAGON BOAT FESTIVAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not-for-Profit, the undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be TAMPA BAY INTERNATIONAL DRAGON BOAT FESTIVAL, INC. For convenience the corporation shall be herein referred to as the "Corporation."

ARTICLE II

PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization will not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

### ARTICLE III

#### Powers

The Corporation shall have all the general powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

### ARTICLE IV

#### MEMBERS AND VOTING RIGHTS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be set forth in the bylaws.

### ARTICLE V

#### TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved in accordance with the provisions of the Articles or the laws of the State of Florida.

### ARTICLE VI

#### PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation shall be located at 1319 W. Fletcher Ave., Tampa, FL 33612-3310 or any other place which may be designated by the Board of Directors. The name and address of the registered agent is Randall O. Reder, 1319 W. Fletcher Ave., Tampa, FL 33612-3310.

### ARTICLE VII

#### DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors and their method of election shall be stated in the bylaws.

## **ARTICLE VII**

### **BYLAWS**

The Bylaws of the Corporation shall be adopted by the first Board of Directors, and may be altered, amended or rescinded in the manner provided for by the Bylaws.

## **ARTICLE VIII**

### **TAX EXEMPTION**

No part of net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in article II hereof. If determined by the Board of Directors, the Corporation shall qualify as a corporation exempt from Federal Income Tax under section 501 of the Internal Revenue Code of 1986 or the corresponding provisions of any future Internal Revenue Law.

## **ARTICLE IX**

### **DISSOLUTION**

The Corporation may be dissolved, other than incident to a merger or consolidation, with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, in such manner and to such organization or organizations as at the time qualify as an exempt organization or organizations under section 501 of the Internal Revenue Code of 1986, or the corresponding provision of any future United States

Internal Revenue law, as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of Hillsborough, Florida, exclusively for such purposes or to such organization or organizations as such Court shall determine.

## ARTICLE X

### INDEMNIFICATION

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney's fees actually and reasonable in connection with such action, suit or proceeding) if he acted in good faith and in the manner he reasonably believed to be in or not opposed of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in the manner he reasonably believed to be in or not opposed to the best interest of the Corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Corporation.

B. Notwithstanding the provisions of Section A. of this Article X, no indemnification shall be made in an action or suit by or in the right of the Corporation to procure a judgment in its favor in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation

unless an only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification.

C. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Article X, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

D. Any indemnification under Sections A and B of this Article X (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any such person is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections A and B. Such determination shall be made either (a) by the Board of Directors by a three fourths (3/4) vote of a quorum consisting of directors who were not parties to such action, suit or proceeding: or (b) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

E. Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section D of this Article X upon receipt of an undertaking by or on behalf of such person that he is entitled to be indemnified by the Corporation as authorized in this Section.

F. Every reference herein to director or officer shall include former directors or officers, and

their respective heirs, executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such director or officer under the provisions of this Article X.

G. Notwithstanding the foregoing provisions of this Article X, this Article shall not be operated in such a manner as would cause a violation of the self-dealing rules in applicable, contained in section 4941 of the Internal Revenue Code of 1986, as amended.

#### ARTICLE XI

#### AMENDMENTS

Amendments to these Articles of Incorporation may be made at any time by a majority vote of the members present at a duly noticed meeting.

#### ARTICLE XII

#### INCORPORATOR

The incorporator of this corporation is Randall O. Reder, 1319 W. Fletcher Ave., Tampa, FL 33612-3310.

#### ARTICLE XIII

#### SEVERABILITY

Invalidation of any one of these Articles or Sections of Articles by judgment or court order shall in no way effect any other provisions which shall remain in full force or effect.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, the undersigned, as incorporator of this Corporation, has executed on

this 7<sup>th</sup> day of October, 1999.

  
\_\_\_\_\_  
Randall O. Reder



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS**

**WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

That the Tampa Bay International Dragon Boat Festival, Inc., desiring to organize under the laws of the State of Florida, has named Randall O. Reder, 1319 W. Fletcher Ave., Tampa, FL 33612-3310 as its agent to accept service of process within the State of Florida.

DATED this 7<sup>th</sup> day of October, 1999.

By: *Randall O. Reder*  
Randall O. Reder

**ACCEPTANCE**

Having been named to accept service of process for the above-named 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.

DATED this 7<sup>th</sup> day of October, 1999.

By: *Randall O. Reder*  
Randall O. Reder

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