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# ARTICLES OF INCORPORATION ORLANDO TOURIST AUTHORITY, INC.

TOWNSON TO PH 1:57 The undersigned subscriber to the Articles of Incorporation a natural person competent to contract hereby forms a corporation under the laws of the State of Florida

### Article I Name

The name of the corporation shall be:

# Orlando Tourist Authority, Inc.

#### Article II Nature of Business

The name of the corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

#### Article III Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of \$1.00 per share.

#### Article IV Address

The street address of the initial office of the corporation shall be 5850 Lakehurst Drive; Suite 210: Orlando, Florida 32819 and the name of the initial Registered Agent for the corporation at that address is: Charles Caputo, 4830 Watervista Drive, Orlando, Florida 32821

#### **Article V Special Provisions**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such action as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### Article VI Term of Existence

This corporation shall exist perpetually.

#### Article VII Limitation of Liability

Each director, stockholder and officer, in consideration for his services shall in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advised concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entailed as a matter of law.

# Article VIII Self Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation. And each and every person who may be come a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the cooperation without regard to the fact that he or she is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall exist of:

Charles Caputo 4830 Watervista Drive Orlando, Fl 32821

IN WITNESS WHEREOF, the undersigned has hereunto act his hand and seal on this 8th day of April, 1998.

Incorporator:

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 8th day of April, 1998,

by Charles Caputo, 4830 Watervista Drive; Orlando, Fl 32821

Robert D. Fleithing
MY COMMISSION # CC620182 EXPIRES
March 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public

My commission Expires:

State of Florida

#### DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida Orlando Tourist Authority, a cooperation organizing under the laws of the State of Florida, with its principal office located at 5850 Lakehurst Drive; Suite 210; Orlando, Florida 32819 as its Agent to accept service of process within the State.

## Acceptance:

I agree as registered agent to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept Service of process at the above designated address) in some conspicuous place in he office as required by law. Registered Agent;

Charles Caputo

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this 8th day of April, 1998 personally appeared Michael — Di Cembre who, after being duly sworn, deposes and say that the facts and matters contained above are true and correct, and that he also executed the same for the purposes expressed herein.

WITNESS MY hand and official seal this 8th day of April, 1998,

Notary Public State of Florid

my commission expires:

Robert D. Fleming MY COMMISSION # CC620182 EXPIRES March 14, 2001 BONDED THRU TROY FAIN INSURANCE, INC.