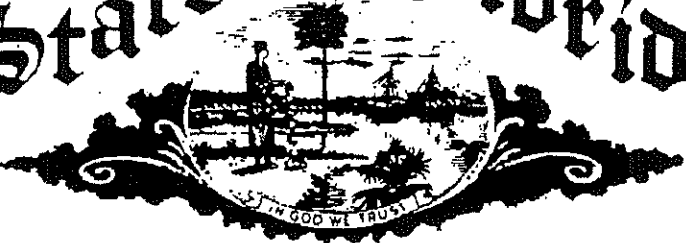


# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 2, 2000, to Articles of Incorporation for TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC. which changed its name to TAMPA BAY CONVENTION & VISITORS BUREAU, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H00000057581. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N08772.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Second day of November, 2000

Authentication Code: 200A00057090-110200-N08772

-1/1



CR2EO22 (1-99)

*Katherine Harris*  
Katherine Harris  
Secretary of State

23

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, **TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC.** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is:

**TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC.**

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation:

"Article I, in its entirety, of the Articles of Incorporation of the Corporation be and hereby is revoked, declared null and void and of no further effect and, in lieu thereof, the following article is adopted, approved and ratified:

ARTICLE I  
NAME

The name of the Corporation is "**TAMPA BAY CONVENTION & VISITORS BUREAU, INC.**"

THIRD: The foregoing amendment was approved and adopted by resolutions of the directors and a vote of the shareholders of the Corporation pursuant to F.S. 617.1002 as of the 10th day of October, 2000. The number of votes cast for the approval and adoption of the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 30<sup>th</sup> day of October, 2000.

  
\_\_\_\_\_  
W. Paul Catoe, President

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC.

FILED  
1986 JAN 30 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.016, 617.017, and 617.018, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Tampa/Hillsborough Convention & Visitors Association, Inc., a Florida corporation not-for-profit.

2. No members have been admitted to the membership of this corporation since the date of incorporation through and including the date of this resolution.

3. The following amendments to the Articles of Incorporation were adopted by the directors of the corporation by a vote of the majority of the directors at a special meeting of the Board of Directors held on the 13 day of January, 1986, pursuant to timely notice, all pursuant to the Articles of Incorporation and By-Laws of the corporation and said statutory provisions:

- .1 Subsection (c) of Article II, Purposes, is deleted in its entirety and the following provision substituted therefor:

(c) "This corporation shall be empowered and authorized to receive, deposit, maintain, control, and disburse funds and the income therefrom only for purposes authorized under Section 501(c)(6) of the Internal Revenue Code of 1954 as amended and the regulations issued thereunder (the "Code")."

- .2 Subsection (e) of Article II, Purposes, is deleted in its entirety and the following provision substituted therefor:

(e) "The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under said Section 501 of the Code."

- .3 Subsection (f) of Article II, Purposes, is deleted in its entirety and the following provision substituted therefor:

(f) "Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to one or more organizations designated as tax exempt organizations under Section 501(c)(3) of said Code, each of which has been in existence and so designated for a continuous period of at least the ten preceding 60 calendar months, or to the federal, state or local governments to be used exclusively for public purposes; and no member, director, officer, or other person shall be entitled to share in the distribution of any of said assets whatsoever."

EXECUTED the 13 day January, 1986, in Hillsborough County, Florida.

Tampa/Hillsborough Convention & Visitors  
Association, Inc.

By: [Signature]  
Thomas L. duPont  
As its President

By: [Signature]  
Earl Moore  
As its Secretary

(affix Corporate Seal here)

STATE OF FLORIDA       )  
                                  )  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January, 1986, by Thomas L. duPont, as President of Tampa/Hillsborough Convention & Visitors Association, Inc., a Florida corporation not-for-profit, on behalf of the corporation.

[Signature]  
Notary Public  
My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires May 14, 1989  
Bonded By Iowa National Ins. Co.

STATE OF FLORIDA       )  
                                  )  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of January, 1986, by Earl Moore, as Secretary of Tampa/Hillsborough Convention & Visitors Association, Inc., a Florida corporation not-for-profit, on behalf of the corporation.

[Signature]  
Notary Public  
My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires May 14, 1989  
Bonded By Iowa National Ins. Co.

# State of Florida

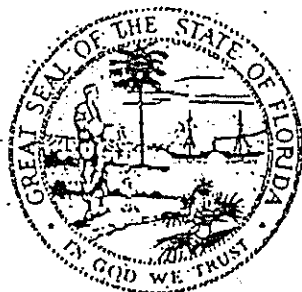


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 18, 1985, as shown by the records of this office.

The charter number of this corporation is N08772.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
19th day of April, 1985.



*George Firestone*

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION

OF

TAMPA/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge, and file 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/HILLSBOROUGH CONVENTION & VISITORS ASSOCIATION, INC.

ARTICLE II

Purposes

The purposes for which this corporation is organized and shall be operated are:

(a) This corporation is organized and shall be operated exclusively to promote the visitation to Tampa and Hillsborough County by persons for the attendance at conventions, conferences, seminars, meetings, sporting events, and other business, civic athletic, social, tourist, and religious activities.

(b) This corporation shall be authorized and empowered to receive tourist development tax revenues by contract with the Board of County Commissioners of Hillsborough County pursuant to the provisions of Section 125.0104, Florida Statutes, and to utilize, expend, and distribute said funds by the corporation or to other tourist and visitor development bureaus and associations within the County for the promotion of said activities.

(c) This corporation shall be empowered and authorized to receive, deposit, maintain, control, and disburse funds and the income therefrom only for purposes authorized under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and

the regulations issued thereunder (the "Code"), and to receive contributions from any source that are deductible under Section 170(c)(2) of said Code.

(d) No part of the net income or earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation or any other person, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. The activities of the corporation shall not include the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under said Section 501(c)(3) or by any organization the contributions to which are deductible under said Section 170(c)(2).

(f) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to one or more organizations described in Section 170(b)(1)(A) of the Code, each of which has been in existence and so described for a continuous period of at least 60 calendar months; and no member, director, officer, or other person shall be entitled to share in the distribution of any of said assets.

### ARTICLE III Powers

This corporation shall have and exercise all powers authorized by applicable law necessary or proper to effect any and all of the purposes for which this corporation is organized.

### ARTICLE IV Members

The qualifications for members and the manner of their admission shall be stated and regulated by the By-Laws.

**ARTICLE V**  
**Registered Office and Agent**

The street address of the corporation initial registered office is 201 East Kennedy Boulevard, Suite 821, Tampa, Florida 33602 and the name of its initial registered agent at such address is J. Bert Grandoff.

**ARTICLE VI**  
**Board of Directors**

The Board of Directors shall comprise not less than three nor more than forty directors as stated and regulated by the By-Laws. The names and addresses of the initial Board of Directors are:

Eli White  
4860 W. Kennedy Blvd.  
Tampa, Florida 33609

Charlie G. Cumpstone  
Post Office Box 25356  
Tampa, Florida 33622

Phyllis Parker  
2207 Park View Drive  
Plant City, Florida 33566

William Tirone  
2 Tampa City Center  
Tampa, Florida 33602

Tom Dupont  
501 E. Kennedy, Suite 806  
Tampa, Florida 33602

Linda McEwen  
1410 N. Westshore, Suite 111  
Tampa, Florida 33607

Marty Menard  
2501 E. Fowler Avenue  
Tampa, Florida 33612

Raymond Cyr  
831 Chipaway Drive  
Apollo Beach, Florida 33570

Ron Scaglione  
1902 E. Fowler Avenue  
Tampa, Florida 33612

Greg Clark  
4500 W. Cypress Street  
Tampa, Florida 33607

Davis Gray  
5401 W. Kennedy Blvd., Ste. 1050  
Tampa, Florida 33609

Hollis Powell  
5201 W. Kennedy, Suite 401  
Tampa, Florida 33609

Mike Frost  
1000 N. Ashley St., Ste. 400  
Tampa, Florida 33602

Earl Moore  
5118 N. 56th Street, Suite 105  
Tampa, Florida 33610

Malcolm Weathers  
1220 Biscayne Blvd.  
Miami, Florida 33101

Conrad Dumke  
12710 U.S. Hwy. 92 West  
Plant City, Florida 33566

Freddie J. Cusseaux  
2729 Riverside Drive  
Tampa, Florida 33607

Emma Taylor  
Post Office Box 11766  
Tampa, Florida 33680

Vic DiMaio  
1912 Aileen Street  
Tampa, Florida 33607

Mandell "Hinks" Shimberg  
1000 N. Ashley, Suite 400  
Tampa, Florida 33602

John M. Hater  
Post Office Box 8096  
Tampa, Florida 33674

Chuck Smith  
Post Office Box 496  
Tampa, Florida 33602

Dave Salter  
Post Office Box 17235  
Tampa, Florida 33682

Joe Fincher  
Post Office Box 9158  
Tampa, Florida 33674

Leonard Levy  
Post Office Box 2272  
Tampa, Florida 33601

Veronica Glispie  
2504 E. 38th Avenue  
Tampa, Florida 33610



**ARTICLE VII**  
Incorporators

The names and addresses of the incorporators are:

Ted Couch, Owner  
Holiday Inn - Fowler  
1717 East Fowler Avenue  
Tampa, Florida 33612

Fred Matthews, Manager  
Bay Harbour Inn  
7700 Courtney Campbell Causeway Blvd.  
Tampa, Florida 33609

Ron Rotella  
Executive Director  
Westshore Development Association  
Suite 229  
111 North Dale Mabry  
Tampa, Florida 33609

**ARTICLE VIII**  
By-Laws

The By-Laws of this corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Directors of this corporation present at any meeting of the Board of Directors at which a quorum is present and notice of the proposed action with respect to said By-Laws has been waived by a majority of the members of the Board of Directors or notice has been mailed by the Secretary of the corporation to all of the members of the Board of Directors at least five days before the date of the meeting.

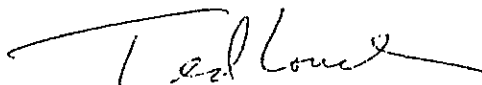
**ARTICLE IX**  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended as prescribed by applicable law.

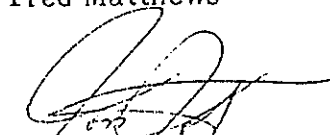
**ARTICLE X**  
Executive Committee

This corporation shall have an Executive Committee as authorized and regulated by the By-Laws. Said Executive Committee shall be empowered to exercise all powers and authorizations of the Board of Directors during all times except when the Board of Directors is in session.

IN WITNESS WHEREOF we, the undersigned incorporators, have executed these Articles of Incorporation for the uses and purposes therein expressed this 19th day of March, 1985, in Hillsborough County, Florida.

  
Ted Couch

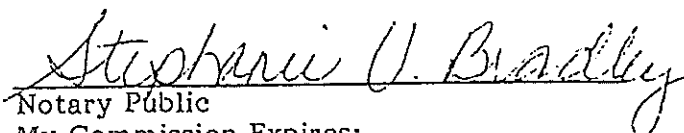
  
Fred Matthews

  
Ron Rotella

STATE OF FLORIDA           )  
                                      )  
COUNTY OF HILLSBOROUGH )

Before me the undersigned authority personally appeared Ted Couch, Fred Matthews, and Ron Rotella, each to me well known and to be the person described in and who signed the foregoing Articles of Incorporation and each acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal this 19th day of March, 1985, in Hillsborough County, Florida.

  
Notary Public  
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES JAN 2 1986  
BONDED INTO GENERAL INS. UNDERWRITERS

TAMPA/HILLSBOROUGH CONVENTION AND VISITORS ASSOCIATION, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tampa/Hillsborough Convention and Visitors Association, Inc., at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

By: 

J. Bert Grandoff  
As Registered Agent

FILED  
APR 18 8 24 AM '85  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA