ARTICLES OF INCORPORATION
OF
TAMPA BAY ECONOMIC PROSPERITY FOUNDATION, INC.

A Florida Not For Profit Corporation

In order to form a corporation (the "Corporation") in accordance with the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter set forth.

ARTICLE I.
Corporation Name

The name of the Corporation is TAMPA BAY ECONOMIC PROSPERITY FOUNDATION, INC.

ARTICLE II.
Term of Existence

The existence of the Corporation shall be perpetual and shall commence at the time of filing of these Articles of Incorporation.

ARTICLE III.
Purposes and Restrictions

The purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, operating as a supporting organization, within the meaning of Section 509(a)(3) of the Code, of its sole member, Tampa Hillsborough Economic Development Corporation ("EDC"), as provided in Article VII. In furtherance of this purpose, but not in limitation thereof, the Corporation may exercise all rights and powers conferred upon nonprofit corporations by the laws of the State of Florida.

In furtherance of the foregoing general purposes, but not in limitation thereof, the specific purposes of the Corporation shall be to:

(a) Conduct research on social welfare issues facing the Tampa metropolitan area in order to: understand the needs of local businesses, industries, unemployed, underemployed and underserved populations; identify skills deficiencies in the local workforce and other barriers to economic growth; and mitigate income inequality among local residents;

(b) Develop educational campaigns to: promote the skills development of the local workforce; generate greater employment opportunities for residents in the local market; and enhance the prosperity of economically disadvantaged residents and small business owners in underserved communities of the Tampa metropolitan area;

(c) Work with local business groups and educational institutions to promote the use of the corporation's research and to implement its educational programs and campaigns;

(d) contact or associate with other organizations, for-profit and nonprofit, with individuals and with governmental agencies in furtherance of these purposes;

(e) receive property by gift, devise or bequest, to invest or reinvest the same, and to apply the income and principal thereof as the Board of Directors may from time to time determine, and to give, convey, loan or assign any of the Corporation's property outright, or upon lawful terms regarding the use thereof, exclusively in furtherance of the Corporation's charitable, scientific and educational purposes, including, without limitation, the following: to encourage, motivate, accept, hold, invest, reinvest and administer gifts, bequests, and devises of property and to use, disburse, loan or donate the principal thereof or income earned thereupon for the activities and purposes of the Member;

(f) do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of the Act and Section 501(c)(3) of the Code.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, 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 the purposes of the Corporation set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal taxation under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV.
Principal Office and Registered Agent

The principal office and mailing address of the Corporation shall be 101 East Kennedy Boulevard, Suite 1750, Tampa, Florida 33602. The Registered Agent shall be Craig J. Richard, 101 East Kennedy Boulevard, Suite 1750, Tampa, Florida 33602.

ARTICLE V.
Board of Directors

The powers, business and affairs of the Corporation shall be managed and directed by the Board of Directors in accordance with these Articles of Incorporation and the Bylaws. The number of directors may be increased or deceased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors.

ARTICLE VI.
Incorporator

The name and street address of the incorporator of the Corporation is Craig J. Richard, 102 East Kennedy Boulevard, Suite 1750, Tampa, Florida 33602.

ARTICLE VII.
Supporting Organization

The corporation is organized, and shall be operated, for the benefit of, to perform the functions of, or to carry out the purposes of the sole member, EDC, a Florida not for profit corporation exempt from taxation under Section 501(c)(6) of the Code.

ARTICLE VIII.
Members

The sole member of the Corporation is EDC, a Florida not for profit corporation which has been recognized by the Internal Revenue Service as exempt from federal taxation under Section 501(c)(6).

ARTICLE IX.
Distribution of Assets Upon Dissolution.

Upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations and liabilities, and returning transferring or conveying assets held by the Corporation conditional upon their return, transfer or conveyance upon dissolution of the Corporation, shall be distributed by the Board of Directors to one or more organizations recognized as exempt under Section 501(c)(3) of the Code as having purposes similar to those of this Corporation. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X.
Amendment

These Articles may be amended by the Board of Directors as provided in Section 617.1002(b), Florida Statutes.

ARTICLE XI.
Indemnification

This Corporation shall indemnify the directors and officers of the Corporation to the full extent permitted by applicable law. No director or officer of the Corporation shall be liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of

the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE XII.
Bylaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may thereafter be amended from time to time as provided therein.

ARTICLE XIII.
Effective Date

The effective date of these Articles of Incorporation shall be October 1, 2018.

[SIGNATURE PAGE NEXT]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, for the uses and purposes aforesaid, this 25 day of September, 2018.

Craig J. Richard, Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF TAMPA BAY ECONOMIC PROSPERITY FOUNDATION, INC.

Pursuant to Section 617.0501, Florida Statutes, the undersigned, having been named as registered agent to accept service of process for Tampa Bay Economic Prosperity Foundation, Inc., at the place designated as the registered office, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the duties and obligations of its position as registered agent.

DATED the 25 day of September, 2018.

Craig J. Richard

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