

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

THREE EXPO EVENTS, L.L.C.,	§	
Plaintiff,	§	
	§	
v.	§	
	§	CIVIL ACTION NO.
CITY OF DALLAS, TEXAS,	§	
A.C. GONZALEZ, RON KING,	§	3:16-cv-00513-D
MIKE, RAWLINGS, CASEY THOMAS,	§	
CAROLYN KING ARNOLD, RICKEY	§	
D. CALLAHAN, TIFFINNI A. YOUNG,	§	
ERIK WILSON, B. ADAM McGOUGH,	§	
and JENNIFER STAUBACH GATES,	§	
Defendants.	§	

SUPPLEMENTAL DECLARATION OF JEFFREY HANDY

JEFFREY HANDY under the penalties of perjury, declares:

1. "My legal name is JEFFREY HANDY. I am of sound mind, at least eighteen (18) years of age and capable of making this Declaration. The facts contained in this Declaration are based upon my own personal knowledge and I swear, under penalty of perjury, that the contents of this Declaration are true and correct. I am making this Supplemental Declaration on behalf of Three Expo Events, L.L.C. ('Expo') which is the Plaintiff in the above-styled litigation against the City of Dallas and other Defendants. All attachments to this Supplemental Declaration are true and correct copies of either documents from my files or publically available documents¹.

¹Documents referred to in this Declaration are identified by their source and/or date and page number(s) in either the Plaintiff's Appendix and/or the Defendants' Appendix.

2. "In its response to our Motion for Preliminary Injunction [Doc. 6], the City points out that I signed our contract with the Convention Center on behalf of an entity identified as *Exotica Texas, LLC*, a company that does not exist. In fact, the entity should have been identified as *Exotica Dallas, LLC*, an entity which we did form and does exist and which is identified on the insurance policy provided to the City. Here is how that completely innocent error in the name in the contract – the word 'Texas' instead of 'Dallas'--occurred. In March 2014, on behalf of Expo I began discussions with the Convention Center staff, which continued throughout the year, exploring the Convention Center as a potential venue for its exhibition (Pl's App. Doc. 11 at 14-19, PageID 144-49)). Erika Bondy, the Convention Center's sales coordinator, was its point person. On August 1, 2014, Ms. Bondy sent me an e-mail which read: 'Is the Exotica Texas, LLC a dba underneath Three Expo Events or should it have its own sales account with us? Right now we have you under Three Expo'. (Def's App. Doc. 21-2 at 00128, PageID 603). I responded: 'Three Expo Events is a hired trade show management company that runs the Dallas event, owned by *Exotica Dallas, LLC*. You can keep it under 3XE if you like'. *Id.* at 00127-28, PageID 602-03. Ms. Bondy responded: 'We'll keep it under Three Expo since you don't mind'. *Id.* at 00127, PageID 602. Roughly a week and a half later, Shannon Shadday, the Convention Center's contract administrator, sent me a proposed contract. *Id.* at 00143-46, PageID 618-21. In response, I wrote to Bondy, the following day: 'Hey there – I got the contract back, reread through my emails, and think I got confused. We definitely need the contract written to *Exotica Texas, LLC*. In the last email exchange I

thought you were just keeping it under 3XE on your end, which is fine, but legally Exotica Texas, LLC is the company contracting the space. Three Expo Events is just hired to produce them. Sorry for the confusion'. *Id.* at 00143, PageID 618. Bondy said she would 'fix the info' in the system and 'reissue'. *Id.* The contract was reissued accordingly (Pl's App. Doc. 11 at 101-08, PageID 231-38). The problem is that I was mistaken about the entity's name in my second e-mail to Bondy. While I correctly identified the entity's name as '*Exotica Dallas, LLC*' in my original e-mail to Ms. Bondy, I incorrectly identified it as '*Exotica Texas, LLC*' in my subsequent one (Defs' App. Doc. 21-2 at 00127-28, PageID 602-03; 00143, PageID 618). The source of that confusion was based on the fact that the LLC had not yet been formed at the time of my initial discussion with the Convention Center, and both 'Exotica Dallas' and 'Exotica Texas' had been considered as potential names. When a name check was performed in the course of setting up the LLC, there appeared to be an issue with using the name, 'Exotica Texas' so the LLC was formed under the name of 'Exotica Dallas, LLC', the name I had originally provided to Ms. Bondy. That entity was properly formed and is registered with the Texas Secretary of State. Supplying the name, 'Exotica Texas, LLC', rather than 'Exotica Dallas, LLC', for use on the contract was a simple mistake.

3. "It is the standard business practice for Three Expo Events, L.L.C. to be the underlying management company for the various conventions conducted throughout the country while a separate ownership entity (e.g., Exotica Miami, Exotica Chicago or Exotica Dallas) is created to own the particular event. Three Expo Events, L.L.C. is a

Texas limited liability company formed on January 10, 2012. It is an active company in good standing (Pl's App-237 - 240). The initial payment to reserve the Dallas Convention Center in the amount of Fourteen Thousand Forty Dollars (\$14,040.00) was paid by Three Expo Events, L.L.C. on January 9, 2015 (Pl's App-241). The required Certificate of Insurance Coverage submitted to the City (Defs' App-90) shows the named insureds to be Three Expo Events, L.L.C. and Exotica Dallas, L.L.C. d/b/a Exotica Texas. Exotica Dallas, L.L.C. was organized in Delaware in February, 2015. Exotica Dallas, L.L.C. registered as a foreign limited liability company with the State of Texas in March, 2015 (Pl's App-242 - 245). When the second payment for another Fourteen Thousand Forty Dollars (\$14,040.00) was due to the City of Dallas on July 21, 2015, it was paid by Exotica Dallas, L.L.C. (Pl's App-241). At no time did the City raise any questions regarding a variation between the name Exotica Dallas, L.L.C. and Exotica Texas, L.L.C. nor was there any suggestion that the City was in some way confused regarding the party or entity with whom they were dealing.

4. "As a representative of Expo, I did not misrepresent the attire which would be worn by some exhibitors and/or participants at the 2015 Exotica Dallas convention nor was attire consisting of pasties and g-strings inconsistent with Expo's understanding from the City of Dallas including members of the City Attorney's Office, the Dallas Police Department and/or the Dallas Convention Center as to what was allowed and considered lawful. As I stated in my earlier Declaration, representatives from the Convention Center including John Johnson, Erika Bondy and the Police Department's Vice Section including

Jamie Keough and Vernon Hale and me as a representative of Exotica Dallas held a conference call on July 30, 2015 (Pl's App-155). During that conference, we discussed those sections of the Texas Penal Code which were of concern to Vice. Those sections of the Texas Penal Code defining conduct which would not be permitted such as public lewdness, indecent exposure and obscenity were contained in Lt. Keough's outline of the law which were sent to me by John Johnson on August 4, 2015 (See Johnson e-mail attached at Pl's App-156 or at Defs' App-60). Johnson stated 'per our conference call of July 30, 2015 I have attached a copy of the Texas Penal Code sections which include Public Lewdness, Indecent Exposure and Obscenity'. Johnson reiterated that the City's main areas of focus would be offenses involving minors (individuals younger than 18 years of age), public lewdness and indecent exposure (Pl's App-156). As discussed in that conference call and as defined in the portion of the Texas Penal Code provided to Expo by the Dallas Police Department 'indecent exposure' is defined to be 'exposure of the anus or any part of the genitals . . .' (Pl's App-157).

5. "Based on both a conference call which took place on July 30, 2015 and the August 5th meeting discussed below, it was stated and/or understood by all parties that no live nudity would be permitted and that pasties and g-strings were the minimum clothing required to not be considered 'nude'. There was never any discussion of either the original or amended definitions of 'nudity' or 'state of nudity' as contained in the City's SOB Ordinance (Defs' App-659, 682) or any suggestion by anyone from the City that Chapter 41A was applicable. No one representing the City ever told Expo that

anything more than a pasty or other covering which fully covered the nipple and the areola of the breast was required. Nonetheless had the City of Dallas at any time imposed such a requirement, Expo would have complied.

6. "After that conference call, there was a final in-person meeting held on August 5, 2014² with 10 individual City representatives, including representatives of the Dallas Convention Center, the City Attorney's Office and the DPD. An August 4, 2015 e-mail invitation from John Johnson inclusive of a list of invitees to that meeting is attached (Pl's App-246 - 247).

7. "The meeting on Wednesday, August 5, 2014 included Defendant Ron King (although not listed on the invite e-mail) Shannon Shadday, John Johnson and Erika Bondy from the Convention Center, Jamie Keough, Vernon Hale, Melissa McGee, Ruben Ramirez, Gary Tittle and C. Villarreal from the Police Department as well as Marichelle Porteous (n/k/a Marichelle Samples) and Barbara Martinez from the City Attorney's Office. At no time during that meeting was there any suggestion that pasties and g-strings were not acceptable. Instead, the primary issue raised by the Police Department was whether adult products could be sold. DPD was advised by the City Attorney's Office that those sales were acceptable.

8. "A copy of the audio recording which I made at that meeting is attached (Pl's App-248). This recording was made by me on my telephone which was sitting on

²I misspoke in my original Declaration in which I indicated the meeting was held on August 4, 2015. By reviewing my calendar and the attached documents, I now realize it was held on August 5, 2015.

the table in front of me. I wanted to make sure that I could correctly and completely convey the City's information and requirements to Expo employees and any third party exhibitors so I recorded the meeting. It is a true, correct, complete and unaltered recording of that meeting. At no time was any statement made that pasties and g-strings were not acceptable. In fact, there is a specific question (at approximately 10 minutes 30 seconds of the recording) by John Johnson about what would happen if 'a Super Bowl incident where I take off a piece of my clothes and my pasty falls off' occurred. The police indicated they would expect us to take immediate action to cover up the exposed nipple and areola and I agreed that we would do so. I explained to the group that if at any time they saw a problem, they only needed to tell us once and that we would fix it quickly and it wouldn't happen again. As I expressed more than once in the meeting (Pl's App-248, at 11:30, 12:52 and 16:10) if Expo at any time was advised of an issue or problem, Expo would immediately respond and comply with the request. Again, the fact that attire consisting of pasties and g-strings was permitted was underscored by Erika Bondy of the Convention Center later on the day of our meeting. Bondy forwarded an 'awesome article' which had been published that day on the *Guidelive Entertainment* website of the *Dallas Morning News*. That e-mail and the *Guidelive* story is attached (Pl's App-249 - 255). The accompanying story by the *Morning News* entitled '*Why You Don't Have to be a Sexpert to Attend Exxxotica Dallas Adult Expo*' includes a section entitled '*Let's Talk Attire, Shall We?*'. Therein, the citizens of Dallas are told 'to expect a lot of skin. No overt nudity is allowed . . . but that only requires genitals and nipples to be covered. 'You can walk

around at this convention in a g-string and little black 'X's over your nipples and you are not nude'.

9. "The Exotica event took place as scheduled on August 7-9, 2015 beginning on Friday, August 7, 2015. On Friday evening, I walked the exhibit space after the convention was underway and when some exhibitors or participants were only wearing g-strings and pasties on at least two different occasions with City officials; once with John Johnson and once with Officer Jamie Keough. Neither Mr. Johnson nor Officer Keough objected to or complained that only pasties and g-strings were being worn. Neither Johnson nor Keough nor anyone else with the City raised any issues about how we were checking IDs. We knew this was an issue for the City so Expo hired two additional individuals from D & L Entertainment, our third party security company specifically to check IDs (PI's App-256 - 259).

10. "Expo undertook actions to screen its exhibit space from the remainder of the Convention Center to make certain adult materials could not be viewed from outside the exhibit space. The exhibit space occupied by Exotica Dallas and the layout of the exhibit space had been reviewed by the Convention staff including Mr. Johnson. At no time during either the walk-through with Mr. Johnson or Lt. Keough or any other City employee was there ever any suggestion that the location of the entry/exit door and/or the screening needed to be changed to address any concern that adult materials might be visible from areas outside of the Exotica exhibit space. If, of course, any such request had been made, I would have immediately complied. Expo also placed the attached signs

(Pl's App-260 - 261) at various places in and around Expo's exhibit space including immediately adjacent to the front entrance. Expo posted approximately 10 signs (22" x 28") either on easels or in framed sign holders.

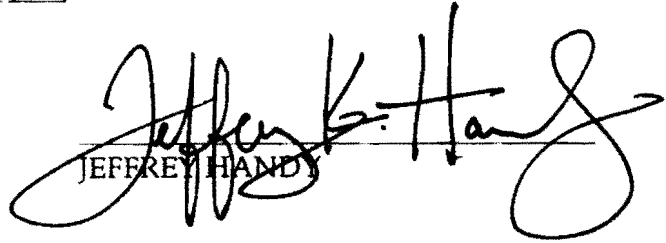
11. "Throughout the course of the 3-day Expo, there were only two (2) issues raised by either the Dallas Police Department and/or the Convention Center staff. The first was on Friday night after a walk-through by one of the City Attorneys and a question about a poster (not live nudity, but a poster) of a topless woman at the LA Direct exhibit. Expo immediately covered that portion of the poster which resolved the issue for the City. The second issue was again on Friday night. Expo was told the stage show needed to end by 10:30 p.m. Expo complied. Both of these actions are referred to in the attached text messages between me and John Johnson (Pl's App-262 - 265). At no time during the walk-throughs by the Convention Center staff or by DPD/Vice Lt. Jamie Keough or DPD Major Melissa McGee was there any issue raised regarding women wearing only pasties or tape covering their nipples and areolas but otherwise exposing their breasts. There was no issue raised about any portion of a buttock being exposed.

12. "After the 2015 Expo event, I was not advised by either the Dallas Police Department or the Convention Center staff that there had been any problems or issues with Expo 2015 at the Dallas Convention Center. Instead as seen by the e-mails and text messages (Pl's App-262 - 265), I was advised by John Johnson that the Exotica debriefing was scheduled for September 17, 2015. That evening I texted Mr. Johnson to ask 'any indication on how today went'. I was advised that there were no issues. Thereafter, the

Convention Center provided possible dates for the 2016 show including the currently planned dates in May, 2016. Throughout the remainder of 2015 and as recently as February, 2016, I was advised by John Johnson that 'those dates are still on hold for your event. Just have one meeting scheduled next week that we have to attend' (Pl's App-263).

Pursuant to 28 U.S.C. Section 1746, I declare under penalty of perjury that the foregoing is true and correct.

EXECUTED on 4/1/16, 2016.


JEFFREY HANDY

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
JAN 10 2012
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Three Expo Events, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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C. The business address of the registered agent and the registered office address is:

350 N. St. Paul Street Suite 2900	Dallas	TX	75201-4234
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
Jeffrey	<input checked="" type="checkbox"/>	Handy	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
ADDRESS			
239 Watkins Street, 2nd Floor	Philadelphia	PA	USA 19148
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Patrick		Perrino		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
101 Colorado Street, Apt. # 2902	Austin	TX	USA	78701
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Organizer

The name and address of the organizer:

Jeffrey Handy
Name

229 Watkins Street
Street or Mailing Address

Philadelphia
City

PA 19148
State Zip Code

Effectiveness of Filing (Select either A, B, or C.)


- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 1/3/12



Signature of organizer

J. Handy

Printed or typed name of organizer



Franchise Tax Account Status

As of: 02/15/2016 10:51:25 AM

This Page is Not Sufficient for Filings with the Secretary of State

THREE EXPO EVENTS, LLC	
Texas Taxpayer Number	32046481498
Mailing Address	101 COLORADO ST APT 2608 AUSTIN, TX 78701-4223
Right to Transact Business in Texas	ACTIVE
State of Formation	TX
Effective SOS Registration Date	01/10/2012
Texas SOS File Number	0801532915
Registered Agent Name	C T CORPORATION SYSTEM
Registered Office Street Address	1999 BRYAN ST., STE. 900 DALLAS, TX 75201

DATE ▲	DESCRIPTION	CARD MEMBER	AMOUNT
JAN 9 2015	DALLAS CONVENTION CEDALLAS TX	J Handy	\$14,040.00
Doing business as: DALLAS CONVENTION CE 650 S GRIFFIN ST DALLAS TX 75202-5005 UNITED STATES OF AMERICA (THE)		Transaction Details Description RETAIL <div style="text-align: center; color: red; font-weight: bold; font-size: 1.2em;">PAID BY THREE EXPO EVENTS, LLC</div>	
Additional Information: 214-939-2915 Reference: 320150090516489519 Category: Other - Government Services			
<input type="text" value="Enter a Tag Name"/> <input type="button" value="Add"/>			
<input type="checkbox"/> Make This Tag Private <input type="button" value="CREATE RULE"/>		<input type="button" value="PRINT"/>	
JUL 21 2015	DALLAS CONVENTION CEDALLAS TX	J Handy	\$14,040.00
Doing business as: DALLAS CONVENTION CE 650 S GRIFFIN ST DALLAS TX 75202-5005 UNITED STATES OF AMERICA (THE)		Transaction Details Description RETAIL <div style="text-align: center; color: red; font-weight: bold; font-size: 1.2em;">PAID BY EXOTICA DALLAS, LLC</div>	
Additional Information: 214-939-2915 Reference: 320152020577033902 Category: Other - Government Services			
<input type="text" value="Enter a Tag Name"/> <input type="button" value="Add"/>			
<input type="checkbox"/> Make This Tag Private <input type="button" value="CREATE RULE"/>		<input type="button" value="PRINT"/>	
SEP 12 2015	DALLAS CONVENTION CEDALLAS TX	J Handy	\$6,761.00
Doing business as:		Transaction Details	

Department of State: Division of Corporations

Allowable Characters

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Entity Details

File Number: 6698739 **Incorporation Date / Formation Date:** 2/24/2015 (mm/dd/yyyy)

Entity Name: EXOTICA DALLAS, LLC

Entity Kind: Limited Liability Company **Entity Type:** General

Residency: Domestic **State:** DELAWARE

Status: Good Standing **Status Date:** 2/24/2015

TAX INFORMATION

Last Annual Report Filed: 0 **Tax Due:** \$ 0

Annual Tax Assessment: \$ 300 **Total Authorized Shares:**

REGISTERED AGENT INFORMATION

Name: THE CORPORATION TRUST COMPANY

Address: CORPORATION TRUST CENTER 1209 ORANGE ST

City: WILMINGTON **County:** New Castle

State: DE **Postal Code:** 19801

Phone: 302-658-7681

FILING HISTORY (Last 5 Filings)

Seq	Description	No. of pages	Filing Date (mm/dd/yyyy)	Filing Time	Effective Date (mm/dd/yyyy)
1	LLC	1	2/24/2015	3:57 PM	2/24/2015

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TEXAS SECRETARY of STATE
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BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 802171390 **Entity Type:** Foreign Limited Liability Company (LLC)
Original Date of Filing: March 9, 2015 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32056611158 **FEIN:**
Name: Exotica Dallas, LLC
Address: 101 Colorado Street, Apt. 2608
 Austin, TX 78701 USA
Fictitious Name: DallasExotica, LLC
Jurisdiction: DE, USA
Foreign Formation Date: February 24, 2015

<u>REGISTERED AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED ENTITIES</u>
		Name	Address	Inactive Date	
		C T Corporation System	1999 Bryan St., Ste. 900 Dallas, TX 75201-3136 USA		

Instructions:
 • To place an order for additional information about a filing press the 'Order' button.

Form 304
(Revised 05/11)

This space reserved for office use.

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$750



**Application for
Registration
of a Foreign Limited
Liability Company**

1. The entity is a foreign limited liability company. The name of the entity is:

Exotica Dallas, LLC

Provide the full legal name of the entity as stated in the entity's formation document in its jurisdiction of formation.

2A. The name of the entity in its jurisdiction of formation does not contain the word "limited liability company" or "limited company" (or an abbreviation thereof). The name of the entity with the word or abbreviation that it elects to add for use in Texas is:

2B. The entity name is not available in Texas. The assumed name under which the entity will qualify and transact business in Texas is:

DallasExotica, LLC

The assumed name must include an acceptable organizational identifier or an accepted abbreviation of one of these terms.

3. Its federal employer identification number is: _____

Federal employer identification number information is not available at this time.

4. It is organized under the laws of: (set forth state or foreign country) State of Delaware

and the date of its formation in that jurisdiction is: February 24, 2015

mm/dd/yyyy

5. As of the date of filing, the undersigned certifies that the foreign limited liability company currently exists as a valid limited liability company under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the limited liability company that it proposes to pursue in the transaction of business in Texas are set forth below.

Any lawful business or activity under the law of the State of Texas.

The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: 04/01/2015

mm/dd/yyyy

Late fees may apply (see instructions).

8. The principal office address of the limited liability company is:

101 Colorado Street, Apt. 2608

Austin

TX

USA

78701

Address

City

State

Country

Zip/Postal Code

Complete item 9A or 9B, but not both. Complete item 9C.

9A. The registered agent is an organization (cannot be entity named above) by the name of:

CT Corporation System

OR

9B. The registered agent is an individual resident of the state whose name is:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
-------------------	-------------	------------------	---------------

9C. The business address of the registered agent and the registered office address is:

1999 Bryan St. Suite 900	Dallas	TX	75201-3136
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

10. The entity hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each governing person is:

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
Jeffrey		Handy	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
239 Watkins Street, 2nd Floor			
Philadelphia		PA	USA 19148
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i> <i>Zip Code</i>

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
Patrick		Perrino	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
101 Colorado Street, Apt. # 2608			
Austin		TX	USA 78701
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i> <i>Zip Code</i>

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
<i>Street or Mailing Address</i>			
<i>City</i>		<i>State</i>	<i>Country</i> <i>Zip Code</i>

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 3/9/15



Signature of authorized person (see instructions)

Patrick Perrino, Authorized Person

Printed or typed name of authorized person.

From: "Johnson, John" <john.johnson2@dallascityhall.com>
To: "Villarreal, C" <c.villarreal@dpd.ci.dallas.tx.us>
"Tittle, Gary" <gary.tittle@dpd.ci.dallas.tx.us>
"McGee, Melissa" <melissa.mcgee@dpd.ci.dallas.tx.us>
"Martinez, Barbara" <Barbara.Martinez@dallascityhall.com>
"Porteous, Marichelle" <marichelle.porteous@dallascityhall.com>
"Ramirez, Reuben" <reuben.ramirez@dpd.ci.dallas.tx.us>
"Hale, Vernon" <vernon.hale@dpd.ci.dallas.tx.us>
"Bondy, Erika" <erika.bondy@dallascityhall.com>
"Keough, Jamie" <jamie.keough@dpd.ci.dallas.tx.us>
J. <j@3xevents.com>
"Shadday, Shannon" <shannon.shadday@dallascityhall.com>
Date: 8/4/2015 9:33:42 AM
Subject: Exxxotica Final Meeting

Good Morning,

Please plan to attend this final meeting related to Exxxotica

We will discuss: overall logistic, protest plan, security, communication structure and any other items remaining. We need City Attorney's Office present for protest issues, DPD/VICE for Security plan and operating requirements and Three Expo Event staff for general information. Lastly, contract staff from KBHCCD will be present in case an addendum needs to be issued for the event.

Thank you all for your help.

Thanks,
John

Subject: Exxxotica Final Meeting
Location: KBHCCD - Admin
Start: Wed 8/5/2015 10:00 AM
End: Wed 8/5/2015 11:00 AM
Show Time As: Tentative
Recurrence: (none)
Meeting Status: Not yet responded
Organizer: Johnson, John

Good Morning,

Please plan to attend this final meeting related to Exxxotica

We will discuss: overall logistic, protest plan, security, communication structure and any other items remaining. We need City Attorney's Office present for protest issues, DPD/VICE for Security plan and operating requirements and Three Expo Event staff for general information. Lastly, contract staff from KBHCCD will be present in case an addendum needs to be issued for the event.

Thank you all for your help.

Thanks,
John

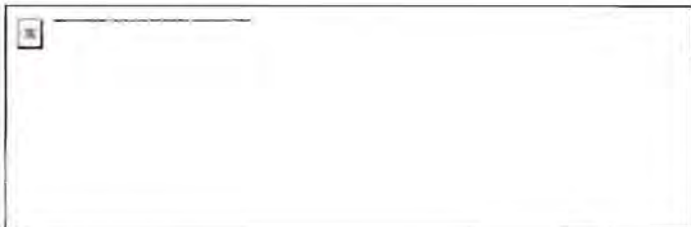
NO. 3:16-cv-00513-D

**THREE EXPO EVENTS, L.L.C.
v.
CITY OF DALLAS, ET AL.**

**CD containing audio recording
of 08/05/15 DPD/Vice Precon Meeting**

Begin forwarded message:

From: "J. " <j@3xevents.com>
Subject: Fwd: Exxxotica
Date: August 5, 2015 at 3:56:28 PM EDT
To: Adrian Sam <adrian@3xevents.com>, Dan Davis <daviddannj@aol.com>



J. ★ DIRECTOR

CONTACT INFO:
Office: (267) 909-9760 • Fax: (267) 909-9762 • Email: J@3XEvents.com

SHAMELESS PROMOTION:
[Facebook](#) • [Twitter](#) • [Twitter \(Sales\)](#) • [Web](#) • [Mailing List](#)

Begin forwarded message:

From: "Bondy, Erika" <erika.bondy@dallascityhall.com>
Date: August 5, 2015 at 2:31:36 PM CDT
To: "J. " <j@3xevents.com>, Adrian Sam <adrian@3xevents.com>
Cc: "Rodríguez Sola, Yldefonso" <ylderonso.sola@dallascityhall.com>, Tom Redd <tredd@foamfabricatorsinc.com>
Subject: Exxxotica

Awesome article...there are links to others at the bottom...

<http://www.guidelive.com/festivals/2015/08/05/sexpert-attend-exxxotica-dallas-adult-expo>



Erika A. Bondy
Event Coordinator
650 S. Griffin Street, Dallas, TX 75202
214-939-2762 Office
214-412-9415 Mobile

OPEN RECORDS NOTICE: This email and responses MAY be subject to Texas Open Records laws. Please respond accordingly.

 Please consider the environment before printing this email.

MAY 1ST | NOON TO 7:30PM | GRANADA PARKING LOT PARTY
CLICK HERE FOR TICKETS



@ineywrstwtch (<http://twitter.com/@ineywrstwtch>)
ericclerid@dallasnews.com (<mailto:ericclerid@dallasnews.com>)

Why you don't have to be a sexpert to attend Exxxotica Dallas adult expo

Aug. 5, 2015 9:00am

Share

Discuss
Community Culture & Events

Meh

This weekend, a sex industry conference called [Exxxotica](#) (<http://www.guidelive.com/things-to-do/261248/exxxotica-kay-bailey-hutchison-convention-center-dallas>) will take over the Kay Bailey Hutchison Convention Center

performances by
REBIRTH BRASS BAND
ROXY ROCA, OIL BOOM
LEOPOLD AND HIS FICTION
& MORE!
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performances by
REBIRTH BRASS BAND
ROXY ROCA, OIL BOOM
LEOPOLD AND HIS FICTION
& MORE!
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performances by
REBIRTH BRASS BAND
ROXY ROCA, OIL BOOM
LEOPOLD AND HIS FICTION
& MORE!
CLICK HERE FOR TICKETS

Goes Well With...

for three days of performances, lectures and meet-and-greets with some of the most prominent names, faces and body parts in adult entertainment.

The idea has, no doubt, ruffled a few feathers



[\(/things-to-do/261248/exxxotica-kay-bailey-hutchison-convention-center-dallas\)](#)

Exxxotica (/things-to-

<http://cityhallblog.dallasnews.com/2015/07/sex-expo-spurs-backlash-from-dallas-womens-group.html/>) in the Dallas community, but it's likely enticed as many, if not more. Exxxotica, now in its ninth year, attracted roughly 20,000 people to the Chicago event in June, and organizers say if Dallas' pre-sale ticket numbers are any indication, the local edition could outsell that.

So what exactly makes North Texas a prime destination for the porn industry?

"We've done the show in six different cities all over the country 25 times over, and what's we've really found is it's a pretty simple calculation of population," said Exxxotica director J. Handy. "Obviously Dallas-Fort Worth is a ginormous area."

Handy and his team also take into account where sponsors, exhibitors and the adult performers say they have a market. "Dallas has no shortage of strip clubs. Pretty obviously they do well there," he said.

Exxxotica will likely attract fans of the famous porn stars who will be there, but several people involved with the fest said you don't have to a sexpert to enjoy the show. I

#FESTIVALS (#FESTIVALS)

#CELEBRITIES (#CELEBRITIES)

#NIGHTLIFE (#NIGHTLIFE)

#DOWNTOWN DALLAS (#DOWNTOWN-DALLAS)

#FUN PLACES AND EVENTS (#FUN-PLACES-AND-EVENTS)

Exxxotica (/things-to-do/261248/exxxotica-kay-...

at Kay Bailey Hutchison Convention Center Dallas (/locations/1809/kuy-bailey-hutchison-convention-center-dallas)
This event has already happened

Kay Bailey Hutchison Convention Center Dallas (/l...

In Downtown Dallas

650 S. Griffin St.
Dallas, TX 75202

Dallas Mayor Mike Rawlings "deeply concerned" about sex expo at Convention Center (<http://cityhallblog.dallasnews.com/2015/07/sex-expo-spurs-backlash-from-dallas-womens-group.html/>)

Editorial: You may not like Exxxotica (and we don't) but it has a right (<http://www.dallasnews.com/opinion/editorials/20150729-editorial-you-may-not-like-exxxotica-and-we-dont-but-it-has-a-right.ece>)

Jacquelyn Floyd: Shocked that sex is big business in Dallas? Really? (<http://www.dallasnews.com/news/columnists/jacquelynn-floyd/20150730-shocked-that-sex-is-big-business-in-dallas-really.ece>)

recently spoke with Shawn Gentry, director of operations for Stockroom, which is curating the dungeon experience (more on that in a minute), and porn star/producer Joanna Angel about sex convention etiquette and what to expect once inside the door.

If it can't say no to eXXxotica, what can the city say no to?
(<http://dallasmorningviewsblog.dallasnews.com/2015/07/if-it-cant-say-no-to-exxxotica-what-can-the-city-say-no-to.html/>)

Rule No. 1: Act like a civilized human being.



JOANNA ANGEL IS KNOWN AS THE PUNK ROCK PRINCESS OF PORN FOR STARTING ONE OF THE FIRST ALT-PORN SITES. BURNINGANGEL.COM

COURTESY OF BURNINGANGEL.COM

It's not brain surgery, folks. Handy's rule of thumb was even more explicit: "If you wouldn't do it in the street, you wouldn't do it at Exxxotica," he said.

Angel, who's known as the Punk Rock Princess of Porn, said men shouldn't get any funny ideas either -- she's not going home with you. And it's inappropriate for you to ask her to do so.

"People ask how much a DVD is and then they ask, 'How much for you?' That seems to happen a lot and it's not a funny joke and it never works," she said.

Gentry said the Exxxotica environment is much more respectful and polite than most people expect, due in part to the fact that many attendees attend with a significant other. But regardless of whom you're with, he advises generally keeping your hands to yourself.

"Don't touch anybody that you haven't literally looked in the face and asked for permission to touch," Gentry said.

That's not to say audience participation is discouraged.

There are several ways Exxxotica attendees can get involved in the action. Angel, for one, will be looking for male volunteers on which to test some of her signature floggers, handcuffs, collars and ball gags during the Stockroom's Super Sexy Kinky Cabaret show each day.

Then there's the 4,800-square-foot bondage jungle gym known as the dungeon area, where patrons can test out a wealth of spanking benches, suspension rigs and sex toys, Gentry said. And yes, dominatrices will be on hand to help out if you're unfamiliar with the equipment.

To be clear, this doesn't mean you'll see people getting busy in the dungeon. Full nudity isn't permitted (more on that in a minute) and neither is sex. It's simply a judgment-free zone for attendees to try new things.

For those who'd rather look than touch, each day offers a full schedule of titillating performances ranging from [fake orgasm \(http://tx.exxxoticaexpo.com/stage-desire-time-with-desire-temptation-resorts/\)](http://tx.exxxoticaexpo.com/stage-desire-time-with-desire-temptation-resorts/) and [twerking \(http://tx.exxxoticaexpo.com/stage-international-twerk-competition-with-vrod-friends/\)](http://tx.exxxoticaexpo.com/stage-international-twerk-competition-with-vrod-friends/) competitions, to fetish routines using power tools.

Be sure to take in some knowledge while you're there.

While there's plenty of fun to be had, Exxxotica also focuses on education through a lineup of lectures about the adult industry.

Want to know what life is like for a married couple in the porn industry? [There's a talk for that](#)



(<http://tx.exxxoticaexpo.com/seminar-star-fckers-annika-albrite-vs-mick-blue-couples-edition/>). Interested in hearing from a

sociologist how Hollywood portrays sex?

Yep, [there's a panel](#) for that

(<http://tx.exxxoticaexpo.com/seminar-trainwreck-how-hollywood-portrays-sex/>)

too. Have an adventurous spark, but no roadmap? Seminars like [Strike Play 101](#)

(<http://tx.exxxoticaexpo.com/seminar-strike-play-101-with-mistress-isabella-sinclair/>),

[Bedroom BDSM](#) (<http://tx.exxxoticaexpo.com/seminar-bedroom-bdsm-with-mistress-isabella-sinclair/>) and [Bondage 101](#) (<http://tx.exxxoticaexpo.com/seminar-bondage-101-with-mistress-isabella-sinclair/>) sound right up your alley. Want to hear from a legend?

[Ron Jeremy](#) will be there (<http://tx.exxxoticaexpo.com/seminar-the-world-according-to-ron-jeremy/>).

BDSM IS AN ABBREVIATION FOR A VARIETY OF EROTIC PRACTICES INCLUDING BONDAGE, DOMINANCE AND SUBMISSION, ROLE-PLAYING AND SADISM.

COURTESY PHOTO

Open to anything? Check out [Central Track's list of recommended lectures](#)

(<http://centraltrack.com/Culture/7463/Ranked/The-15-Most-Interesting-Panels-At-Dallas-Upcoming-EXXXOTICA-Expo>).

Let's talk attire, shall we?

Patrons can attend in whatever clothing they want, but Gentry said to expect a lot of skin. No overt nudity is allowed, he said, but that only requires genitals and nipples to be covered.

"You can walk around at this convention in a g-string and little black X's over your nipples and you're not nude," he said.

Does that mean you can't take pictures? Absolutely not, according to all sources. In fact, the stars *want* you to snap a few.

Advice for Exxxotica first-timers...

Angel described Exxxotica as an overall comfortable environment and suggested first-timers just remember to relax. No one is going to force you to do anything, she said.

"Me and the performers and the go-go dancers, it's our job to be the sex objects. It's the fans' job to be the spectators, to come in and just enjoy," Angel said. "It's really nothing to be scared of."

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arquette-marries-formerly-local-broadcast-
journalist-christina-mclarty)

'Partridge Family' child star Suzanne Crough dies in
Nevada
(http://www.guidelive.com/celebrities/2015/08/28/partridge-
family-child-star-suzanne-crough-dies-
nevada)

Babe's is D-FW's most popular restaurant; Cane Rosso
is best priced, according to Zagat survey
(http://www.guidelive.com/food-and-
drink/2014/11/12/babes-is-d-fws-most-
popular-restaurant-cane-rosso-is-best-
priced-according-to-zagat-survey)

5 notable closures for Dallas-Fort Worth foodies
(http://www.guidelive.com/food-and-
drink/2016/01/14/4-notable-closures-dallas-
fort-worth-restaurants-spork-campestre-
green-grocer-chilis)

Dallas dubbed 'worst' city in Texas in wake of 'Real
Housewives' news
(http://www.guidelive.com/dallas/2016/02/12/dallas-

J. ★ DIRECTOR

CONTACT INFO:

Office: (267) 909-9760 • Fax: (267) 909-9762 • Email: J@3XEvents.com

SHAMELESS PROMOTION:

Facebook • Twitter • Twitter (Sales) • Web • Mailing List

On Jul 6, 2015, at 3:27 PM, Joe Farley <joeFarley@dandlentertainment.com> wrote:

J,

We will meet with you the morning of 8/9/15.

Greg Joyce-Operations Manager-[817 797-5033](tel:8177975033) Cell
Joe Farley-[214 577-1529](tel:2145771529) Cell

On Mon, Jul 6, 2015 at 1:51 PM, J. <j@3xevents.com> wrote:
Alright Joe,

Let's do it. Attached is the signed agreement. Please remember to add Exotica Dallas, LLC and Three Expo Events, LLC to be added as additionally insured.

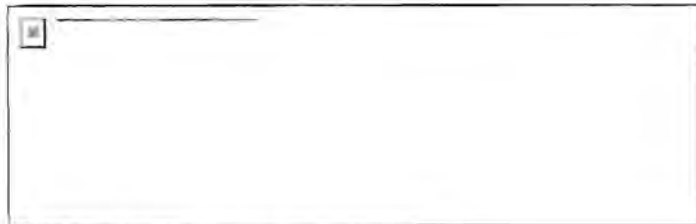
Could you also email me over the onsite contact person's name and cell phone number.

Also, if we could set up a meeting Thursday morning, August 9th to walk through the space.

That should be it for now. Feel free to let me know if you have any questions,

Looking forward to it.

J.



J. ★ DIRECTOR

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SHAMELESS PROMOTION:

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On Jul 6, 2015, at 2:32 PM, Joe Farley
<joefarley@dandlentertainment.com> wrote:

J,

We will add those companies as additional insured.

Joe

Rogeralbright@gmail.com

From: joefarley164@gmail.com on behalf of Joe Farley <joefarley@dandlentertainment.com>
Sent: Monday, August 03, 2015 1:08 PM
To: J.
Subject: Re: Dallas Event

We will add the 2 positions requested.

Joe

On Fri, Jul 31, 2015 at 2:07 PM, J. <j@3xevents.com> wrote:
Hey Joe,

Could we add 2 more guards to the open show floor hours? They're going to be specifically to check ID's at the entrance.

Do you guys have license scanners? How do you usually check ID's in the scenario?

J.



J. ★ DIRECTOR

CONTACT INFO:

Office: [\(267\) 909-9760](tel:26719099760) • Fax: [\(267\) 909-9762](tel:26719099762) • Email: j@3xevents.com

SHAMELESS PROMOTION:

[Facebook](#) • [Twitter](#) • [Twitter \(Sales\)](#) • [Web](#) • [Mailing List](#)

On Jul 6, 2015, at 3:59 PM, J. <j@3xevents.com> wrote:

Great. Thanks Joe.



SECURITY NEEDS

Security

Thursday (Supervisor)	1	11:00 am	6:00 pm
Thursday (Overnight)	1	6:00 pm	Midnight
Friday (Overnight)	1	Midnight	9:00 am
Friday	2	9:00 am	4:00 pm
Friday (Supervisor)	1	9:00 am	4:00 pm
Friday	10	4:00 pm	Midnight
Friday (Supervisor)	2	4:00 pm	Midnight
Saturday (Overnight)	1	Midnight	Noon
Saturday	10	Noon	10:00 pm
Saturday (Supervisor)	2	Noon	10:00 pm
Saturday (Overnight)	1	10:00 pm	Midnight
Sunday (Overnight)	1	Midnight	Noon
Sunday	10	Noon	7:00 pm
Sunday (Supervisor)	2	Noon	7:00 pm
Sunday	1	7:00 pm	Midnight

Placement

Box Office	1		
General Admission Entrance	2	- 1 ticket taker/hand stamper & 1 ID checker	
VIP Admission Entrance	3	- 1 ticket taker, 1 wristband person & 1 ID checker	
Exit	1		
Entertainment Stage	1		
Loading Dock	1		
VIP Viewing Area Entrance	1		
Supervisors (ROAMING)	2		

Police

Friday	2	5:00 pm	Midnight
Saturday	2	1:00 pm	10:00 pm
Sunday	2	1:00 pm	7:00 pm

SMS with +1 (214) 883-2501
7/30/15, 7:11 PM

Well, that read certainly doesn't make me feel any better.

7/31/15, 10:53 AM

Haven't forgotten you this morning. As soon as I get a call or email I'll let you know.

Ok. Thanks John.

7/31/15, 1:30 PM

Anything?

Not yet. I'll call over now to check.

We're really on eggshells over here. And it's tough because this is something we believed to be handled after we first met. Please keep me posted.

I do understand and share your nervousness. I have called and sent an email to her just a moment ago. Again, I am sorry for this last min issue.

8/5/15, 4:04 PM

Hey Jay, don't worry about sending me your pre registered event lists. Don't want it to be open records assessable. Thanks

Awesome. Thx

Thx

8/7/15, 7:01 PM

Link it/when DPD comes thru again.

Ok. Attorneys in play now. One small issue with LA direct nudes but Dan said he would handle.

Cool. Dan handled

8/8/15, 10:37 PM

Stage is off

8/9/15, 2:16 PM

Is there any coffee in this Building?

iMessage with 19034087376
8/9/15, 3:20 PM

For videos

Our Starbucks is closed. Omni one is open though.

9/17/15, 6:32 PM

Any indication on how today went? 😊

SMS with +1 (214) 883-2501
10/2/15, 12:49 PM

Hey John - Did you ever send me over those 2016 date suggestions?

Yep. Since expanding the date range we have more options. I will email to you today. My apologies for the delay.

Awesome. Thanks.

Please include any other events in the building with the dates if possible.

Oh of course!

1/5/16, 1:15 PM

Hey John. Emailed you today re: 2016 contracts... Just thought I'd harass you on all fronts! 😊

1/6/16, 12:48 PM

Not ignoring you! So sorry! We have one more meeting next week. I will email you when I'm back in the office this afternoon. Again so sorry for the delay

Ok cool. We're trying to make the date announcement by next week at the latest.

We still looking ok for those May dates?

I do understand. Those dates are still on hold for your event. Just have one meeting scheduled next week that we have to attend.

1/7/16, 11:03 AM

Thanks John. I'm guessing there will still be a little bit of residual med a coverage when we announce the 2016 dates, so we want to make 100% certain we're 100% good to go.

1/13/16, 11:51 AM

Hey John,

Checking in to see if you have your meeting on the books yet.

1/15/16, 11:14 AM

Back from Canada today. We'll check and see, was supposed to be scheduled while I was away. I'll let you know!

Cool. Thanks.

1/28/16, 3:23 PM

Hey John. Any update. Starting to get behind the 8ball waiting on you guys.

2/1/16, 1:03 PM

Call you right back.

On office phone b

Thx

Sorry about all this.

No worries man. I understand it's not you.

2/1/16, 7:09 PM

Hey John. Spoke with my partner. Let me know if you want to talk quickly tonight or tomorrow. I'd also like to pick your brain a little.

iMessage with 19034087378

2/3/16, 5:27 PM

Just gonna copy and paste the above message from September ***

Any indication on how today went? 🙄

Yes, sir. Haha. Call you in just a bit. Still at retreat for a different issue.

2/10/16, 10:26 AM

Morning. I see you made it....

Yea. Wouldn't miss it 🙄

2/10/16, 12:28 PM



How was that?



2/10/16, 3:08 PM

2/10/16, 2:08 PM

Welp....

I'm shocked. But what can you do....

Just one thing I guess. On the way to the lawyers office.

I figured.

2/11/16, 10:43 AM

Hey John - Not sure if you want to stay radio silent while we do our legwork, but if you want to be kept in the loop, just let me know. Also - Those May dates will be ours again soon. Stay tuned.

Delivered



NOTICE

Filming and Photography is taking place at EXXXOTICA for advertising and publicity purposes. Your presence will be deemed as your consent and release.

Be Sexy! Be Safe! Have Fun!





Rules

EXXXOTICA strives to be a safe and entertaining environment. The following rules are put in place to protect the convenience and safety of all who are involved.

18+

No one under the age of 18 is allowed in the exhibit hall at any time. This policy is strictly enforced by both uniformed and plain-clothed security personnel and Police Officers.

Smoking

The Convention Center is a smoking-free facility. Smoking is prohibited in the exhibit hall, restrooms and the lobby area.

Photography

Cameras are permitted during the event. Picture taking and video recordings must be for personal/home use only. Commercial use is strictly prohibited. At any time, if this privilege is being abused, Show Management can ban all cameras for the exhibit hall.

Nudity and Sexual Misconduct

Nudity and sexual activities are strictly prohibited on the show floor, lobby or any other areas of the Convention Center. Individuals found to be engaging in or encouraging inappropriate behavior may be removed from the show floor.



Be Sexy! Be Safe! Have Fun!

