

FO8102

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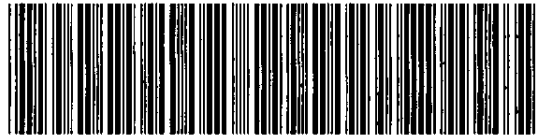
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*Amended And
Restated Art/NR*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV -9 AM 11:06

T. Roberts / NOV 11 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Sarasota Reds Inc.

DOCUMENT NUMBER: F08102

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Larry Silverman

Name of Contact Person

Pittsburgh Associates, LP

Firm/ Company

115 Federal Street

Address

Pittsburgh, PA 15212-5724

City/ State and Zip Code

larry.silverman@pirates.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Larry Silverman

Name of Contact Person

at (412)

325-4709

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE SARASOTA REDS INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 NOV -9 AM 11:06

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the Pirates of Florida, Inc., originally filed with the Secretary of State on December 8, 1980 under the name Winter Haven Red Sox, Inc., and as amended on September 21, 1992 and May 17, 2006, are hereby amended and restated in their entirety as follows.

ARTICLE I-NAME

The name of the corporation shall be PIRATES OF FLORIDA, INC. (hereinafter called the "Corporation").

ARTICLE II- NATURE OF BUSINESS

The purpose of this Corporation is to engage in the business of furnishing entertainment and diversion to the public in form of baseball games out of doors and to that end grant the sale of concessions to individuals, companies or corporations and to participate in the sale of food, beverages, souvenirs, programs and other items related thereto; to provide parking for the public; and to conduct any other particular businesses for the entertainment and diversion of the public; and the Corporation may engage in any activity or business under the laws of the United States and of this state.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having the par value of One (\$1.00) Dollar.

ARTICLE IV- REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: Pirate City, 1701 27th Street East, Bradenton, FL 34208-7832. The name of the Corporation's registered agent at that office is: Trevor Gooby.

ARTICLE V- DIRECTORS

The Board of Directors shall consist of at least one Director, with the exact number of Directors to be fixed from time to time in a manner provided in the Corporation's Bylaws.

ARTICLE VI- PRINCIPAL OFFICE

The principal office of the Corporation shall be Pirate City, 1701 27th Street East, Bradenton, FL 34208-7832.

ARTICLE VII- AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these First Amended and Restated Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Incorporation this 4 day of November, 2009.

Pirates of Florida, Inc.

By: Frank Coonelly
Frank Coonelly, President

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's First Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4 day of November, 2009.

Trevor Gooby
Trevor Gooby

**Articles of Amendment
to
Articles of Incorporation
of**

The Sarasota Reds Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

F08102

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Pirates of Florida, Inc.

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

Pirate City

1701 27th Street East

Bradenton, FL 34208-7832

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

Pirate City

1701 27th Street East

Bradenton, FL 34208-7832

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Trevor Gooby

1701 27th Street East

New Registered Office Address:

(Florida street address)

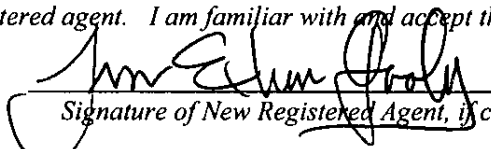
Bradenton

(City)

, Florida 34208-7832
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
CEO	Robert H. Castellini	Great American Ball Park 100 Main Street Cincinnati, Ohio 45202	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
COO	Philip J. Castellini	Great American Ball Park 100 Main Street Cincinnati, Ohio 45202	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
S/T	Christopher L. Fister	Great American Ball Park 100 Main Street Cincinnati, Ohio 45202	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached First Amended and Restated Articles of Incorporation of the Pirates
of Florida, Inc.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: November 4, 2009

Effective date if applicable: Upon Filing by Secretary of State.
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated November 4, 2009

Signature Frank Coonelly
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Frank Coonelly

(Typed or printed name of person signing)

President

(Title of person signing)

Addendum- Articles of Amendment to Articles of Incorporation of The Sarasota Reds Inc.

Document Number of Corporation: F08102

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
President	Frank Coonelly	PNC Park 115 Federal Street Pittsburgh, PA 15212-5724	Add