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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

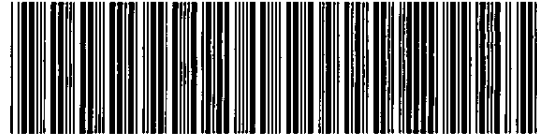
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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60-52-8
2009

JACOB BEIL
ATTORNEY AT LAW
HERITAGE TOWER - SUITE 301
18 NINTH STREET
COLUMBUS, GEORGIA 31901

PLEASE ADDRESS MAIL TO:
P.O. BOX 1126
COLUMBUS, GEORGIA 31902-1126

TELEPHONE: (706) 596-9912
FAX: (706) 576-5583
beillaw@bellsouth.net

August 20, 2009

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

RE: Southern Professional Hockey League, Inc.

Dear Sir or Madame:


Please find enclosed the Florida Division of Corporations' Cover Letter form, together with two duplicate original Applications by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida, all as required to allow Southern Professional Hockey League, Inc., a Georgia non-profit corporation, to transact business in the State of Florida, which Applications I would ask that you file in your office, returning a stamped, duly filed copy to this office in the enclosed self-addressed, stamped envelope.

As required, you will also find enclosed a Certificate of Existence from the Secretary of State of Georgia.

Finally, enclosed is a check in the sum of \$78.75, representing the filing fee and Certificate of Status fee for same.

Your help and cooperation in this regard is sincerely appreciated.

Yours very truly,


Jacob Beil

JB:wm

Enclosures

cc: Southern Professional Hockey League, Inc.

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COVER LETTER

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TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Southern Professional Hockey League, Inc.
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Jacob Beil, Attorney-at-Law
Name of Person

Jacob Beil, Attorney-at-Law
Firm/Company

P.O. Box 1126

18-9th Street, Heritage Tower, Suite 301
Address

Columbus, GA 31902
City/State and Zip Code

jcombs@thesphl.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jacob Beil or Wanda Miller at (706) 596-9912
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Southern Professional Hockey League, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Georgia 3. 20-1291227
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/24/2004 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 400-4th Street, Columbus, GA 31901
(Principal office address)

P.O. Box 1886, Columbus, GA 31902
(Current mailing address)
8. See Exhibit "A" attached for Purpose.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Pensacola Ice, LLC

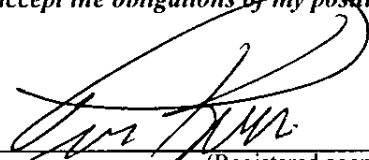
Office Address: 201 E. Gregory Street

Pensacola, Florida 32502-4907
(City) (Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)
Tim Kerr, Owner/Operating Manager of Pensacola Ice, LLC

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mike Murray

Address: 500 Howard Baker Avenue
Knoxville, TN 37915-2503

Vice Chairman: Tim Kerr

Address: 201 E. Gregory Street
Pensacola, FL 32502-4907

Director: Kevin MacNought

Address: 220A North McPherson Church Road
Fayetteville, NC 28303-4495

Director: Jerome Bechard

Address: 400-4th Street, Columbus Civic Center
Columbus, GA 31901-3247

See Exhibit "B" for additional Directors.

B. OFFICERS

President: Jerome Bechard

Address: 400-4th Street, Columbus, GA 31901-3247

Vice President: _____

Address: _____

Secretary: Jim Combs

Address: 1914 JN Pease Place, Charlotte, NC 28262-4504

Treasurer: Keith Jeffries

Address: 700 Monroe Street, Huntsville, AL 35801-5579

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jerome Bechard
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jerome Bechard, President of Southern Professional Hockey League, Inc.
(Typed or printed name and capacity of person signing application)

EXHIBIT "A"
PURPOSE

(A) The Corporation is a nonprofit corporation and is not reorganized for the private gain or benefit of any person, director, or officer. It is reorganized pursuant to the Georgia Nonprofit Corporation Code, O.C.G.A. §14-3-101, et. seq., exclusively for charitable and/or educational purposes.

(B) The specific nonprofit purposes for which the Corporation is reorganized are:

(a) To administer, maintain, operate, and control a professional hockey league, and to operate and dispose of any and all privileges, rights, franchises, and concessions pertaining thereto or with respect to same, of whatsoever kind and nature.

(b) To promote ice hockey as a sport.

(c) To promote the common interests of all Members thereof, with each Member being the owner of a professional ice hockey team affiliated with the Corporation.

(d) To promulgate and enforce rules and regulations governing the conduct of professional hockey games, and thus promote the highest standards of skill, fair play, integrity, and good sportsmanship, insuring public support of, and confidence in, professional hockey by virtue thereof.

(e) To arbitrate and settle disputes involving league teams, members and players.

(f) To educate the public through advertising, radio, television, and other media with respect to professional ice hockey, and thus promote and gain public support for professional ice hockey in all geographic areas.

(g) To develop support for professional ice hockey by young persons.

(h) To promote fair play and good sportsmanship through the medium of ice hockey.

(i) To do all and everything needful, necessary, suitable, or proper for the accomplishment of any of the nonprofit purposes, the attainment of any of the nonprofit objects, or the exercise of any of the powers, all as provided by contract or law, and to do every act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with, the above mentioned nonprofit objects, purposes or powers, or that such Corporation deems appropriate and in furtherance of the nonprofit purposes of same, but only as are permitted under applicable laws, statutes and ordinances.

(C) Insofar as permitted by law, the Corporation shall have the power to do anything that, in the opinion of the Board of Directors of the Corporation, will promote, directly or indirectly, the best interests of the Corporation, including, but not limited to, the power to:

(a) purchase, accept by gift, lease, hold, sell, mortgage, convey, or otherwise acquire or dispose of any real and personal property necessary or proper for the carrying out of the purposes of the Corporation, and

(b) own, acquire, construct, equip, operate, and maintain amenities, services and facilities incident to the purposes of the Corporation.

(D) In general, the Corporation shall have the power to exercise all the rights, privileges and immunities as are provided and allowed for similar corporations under the laws of Georgia, including, but not limited to, the Georgia Nonprofit Corporation Code, subject, however, to any limitations set forth herein; in the By-Laws of the Corporation, as may be amended and restated hereafter, and/or in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(E) The Corporation is a voluntary association of individuals, the purposes of which are exclusively charitable and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation shall have full power and authority:

(a) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;

(b) To make distributions for other charitable purposes;

(c) To receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time, and

(d) To perform all other acts needful, necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in these Amended and Restated Articles of Incorporation and in its By-Laws, as may be amended or restated hereafter, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

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EXHIBIT "B"

Continuation of Directors:

Keith Jeffries, Treasurer
700 Monroe Street
Huntsville, AL 35801-5579

Steffon Walby
2250 Beach Boulevard
Biloxi, MS 39531-5002

Danny Smith
2815 Johnston Street
Lafayette, LA 70503-3243

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Control No. 0437749

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

SOUTHERN PROFESSIONAL HOCKEY LEAGUE, INC.

Domestic Non-Profit Corporation

was formed or was authorized to transact business on 06/24/2004 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 30th day of July, 2009

Karen C Handel
Secretary of State