

L 9500000731

AMATO, ANDERSON, NICKEL, & WEBER, P.A.
ATTORNEYS AT LAW

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A. ERIC ANDERSON, P.A.
GUDRUN MARIA NICKEL, P.A.
PATRICK C. WEBER, P.A.
J. GARY SHINN
DAVID P. WHITING

ROBERT M. AHLEN, OF COUNSEL
BOYNTON BEACH, FLORIDA

PLEASE REPLY TO:

NAPLES OFFICE

SUITE 200
350 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(813) 282-7748
FAX (813) 282-7144

FORT MYERS OFFICE

THE TERRACES
8680-180 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919-4873
(813) 433-4340
FAX (813) 433-4888

CAPE CORAL OFFICE

SUITE 200
909 S.E. 14TH AVENUE
CAPE CORAL, FLORIDA 33904-9000
(941) 546-8307
FAX (941) 546-8307

FILED
SEP 29
1995
CLERK OF DISTRICT COURT
FLORIDA

September 7, 1995

Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200001584992
-09/14/95--01073--001
****285.00 ****285.00

RE: C.G. SPORTS LIMITED COMPANY

Dear Sir/Madam:

Enclosed are the Articles of Organization for the above-named corporation, (original and one copy) along with our check in the total amount of \$285.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Linda Brand
Gudrun M. Nickel

GMN/lrb

Enclosure

FILED
SEP 25 1995
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA
645

F. CHESSEY SEP 25 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 18, 1995

GUDRUN M NICHEL ESQUIRE
350 5TH AVE SOUTH SUITE 200
NAPLES, FL 33940

SUBJECT: C.G.SPORTS LIMITED COMPANY
Ref. Number: W95000018684

FILED
R95 SEP 25 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for C.G.SPORTS LIMITED COMPANY and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 295A00042714

**ARTICLES OF ORGANIZATION
OF
C.G. SPORTS LIMITED COMPANY**

**ARTICLE I
NAME**

The name of this Limited Company is **C.G. SPORTS LIMITED COMPANY.**

**ARTICLE II
DURATION**

This Limited Company shall exist for a period of twenty five (25) years commencing on the date of filing of these Articles of Organization.

**ARTICLE III
PURPOSE**

This Limited Company is created for the purpose of wholesale and retail sales of sports-related products, import and export, and in such other business as may be agreed on by the members.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this Limited Company shall be c/o German Services, Inc., 314 Fifth Avenue South, Naples, Florida 33940, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Company shall be Gudrun M. Nickel, at the following address:

350 Fifth Avenue South, Suite 200, Naples, Florida 33940.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Company shall consist of the sum of \$ 20,000.- which will be contributed by the members in the following amounts:

	%	
1) Ute Gottlieb	50	<u>\$ 10,000.-</u>
2) Silke Gottlieb	50	<u>\$ 10,000.-</u>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No member shall be entitled to receive interest on his contribution to capital.

Calls for additional contributions may be made by the Limited Company, and shall be paid in the same percentages as above set forth.

ARTICLE VI MANAGEMENT OF BUSINESS

All members shall manage the company, and shall have rights in the management or conduct of the Limited Company.

The members' names and addresses are as follows:

Ute Gottlieb	Hauptstrasse 373 D-55743 Idar-Oberstein GERMANY
--------------	---

Silke Gottlieb	Wiesendellstrasse 19 D-55743 Idar-Oberstein GERMANY
----------------	---

Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

The following decisions shall be made only by unanimous consent of the members:

- L.C.;
- a. assigning L.C. property to creditors or other assignees, including debts owed the L.C.;
 - b. confessing a judgment;
 - c. submitting a claim to arbitration;
 - d. impeding the carry on of business;
 - e. executing and delivering any debt instrument;
 - f. borrowing money in the name of the company;
 - g. conveying real or personal property of the company;
 - h. pledging a member's interest to outsiders;
 - i. disposing of the good will of the company.

ARTICLE VII PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Company.

ARTICLE VIII MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

ARTICLE IX TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE X PROFITS AND LOSSES

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article V above.

ARTICLE XI WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XII below.

ARTICLE XII DISSOLUTION, WINDING UP, LIQUIDATION

The Limited Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;

3. Unanimous written consent of the members.

The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

If the remaining members elect to continue the company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events enumerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

ARTICLE XIII AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Secretary of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on _____, 1995.

Witnesses:

Richard H. Lee
Christopher K. Lee

Ute Gottlieb
UTE GOTTLIEB

[Signature]
[Signature]

[Signature]
SILKE GOTTLIEB

STATE OF _____
COUNTY OF _____

The foregoing instrument was subscribed to before me this 5th day of September 1995, by Ute Gottlieb and Silke Gottlieb, to me personally known (or who produced passports as identification), who stated under oath that they are the persons described in and who executed said instrument for the purposes therein expressed.

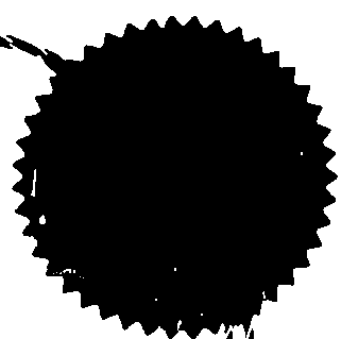


[Signature]
Notary Public
Type or Print Notary Name,
Expiration Date and Commission No.

Urkundenrolle Nummer 1511 für 1995

Vorstehende, vor mir vollzogene Unterschriften von:

1. Frau Ute Gottlieb geb. Petry, geb. am 01. März 1943, wohnhaft Hauptstraße 275, 55743 Idar-Oberstein,
 2. Frau Silke Gottlieb geb. Schneider, geb. am 08. Dezember 1965, wohnhaft Wiesendellstraße 19, 55743 Idar-Oberstein,
 3. Herrn Michael Haaß, geb. am 31. Oktober 1961, wohnhaft Hauptstraße 48, 55743 Hintertiefenbach,
 4. Herrn Christoph Klein, geb. am 17. August 1973, wohnhaft Schorener Straße 5, 55421 Büchenbeuren,
- Alle von Person bekannt, beglaubige ich hiermit.
Idar-Oberstein, den 05. September 1995.



[Signature]
Notar

AFFIDAVIT

STATE OF Bundesrepublik Deutschland

COUNTY OF Rheinland-Pfalz

Before me, the undersigned Notary Public in and for the State of Bundesrepublik Deutschland
County of Rheinland-Pfalz, personally appeared UTE GOTTLIEB Who, being first duly
sworn upon her oath, states as follows:

1. That C.G. SPORTS LIMITED COMPANY has two (2) members;

2. That the actual amount of cash contributions to date total \$-0-;

3. That the agreed upon value of the property other than cash to be contributed is
as follows:

None

\$ 0

4. That the total amount of cash or property anticipated to be contributed by the
members is \$ 20,000.--.

FURTHER AFFIANT SAYS NAUGHT.

Ute Gottlieb
UTE GOTTLIEB

Subscribed and sworn to before me this 5th day of September, 1995.

My Commission Expires:

./.



[Signature]
Notary Public

FILED
SEP 25 AM 10:29
SECRETARY OF STATE
TELAHASSEE, TEXAS

AFFIDAVIT

STATE OF Bundesrepublik Deutschland

COUNTY OF Rheinland-Pfalz

Before me, the undersigned Notary Public in and for the State of Bundesrepublik Deutschland
County of Rheinland-Pfalz, personally appeared UTE GOTTLIEB Who, being first duly
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1. That C.G. SPORTS LIMITED COMPANY has two (2) members;
2. That the actual amount of cash contributions to date total \$-0-;
3. That the agreed upon value of the property other than cash to be contributed is
as follows:

None

\$ 0

4. That the total amount of cash or property anticipated to be contributed by the
members is \$ 20.000.--.

FURTHER AFFIANT SAYS NAUGHT.

Silke Gottlieb
SILKE GOTTLIEB

Subscribed and sworn to before me this 5th day of September, 1995.

Notary Public

My Commission Expires:

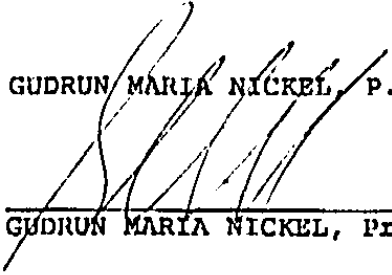
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SEP 25 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

GUDRUN MARIA NICKEL, P.A.


GUDRUN MARIA NICKEL, President

FILED
1995 SEP 25 AM 12 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

SEP 11 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortonham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000731

C.G. SPORTS LIMITED COMPANY
314 5TH AVE SOUTH
NAPLES FL 33940

1a. Principal Place of Business Address

314 5TH AVE SOUTH
NAPLES FL 33940

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2336 Pine Ridge Rd.
Suite, Apt #, etc

2a. Mailing Address

2336 Pine Ridge Rd.
Suite, Apt #, etc

3. Date Organized or Qualified 09/25/1995

3a. State of Formation FL

4. FEI Number

45-0615441

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Additional Fee Required

City & State

Naples FL

Zip

33942

Country

USA

City & State

Naples FL

Zip

33942

Country

USA

7. Name and Address of Current Registered Agent

NICKEL, GUDRUN M
350 5TH AVE SOUTH SUITE 200
NAPLES FL 33940

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt #, etc

City

Zip Code

FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment with 10/2/95. If registered Agent's signature required, attach separately.)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	GOTTLIEB, UTE	HAUPTSTRASSE 373	055743 IDAR-OBERSTEIN
MEM	GOTTLIEB, SILKE	WIESENDELLSTRASSE 19	055743 IDAR-OBERSTEIN
			400001838734 05/28/96-01014--010 ***238.75 ***238.75

\$25/21

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: X

Ute Gottlieb

X 7/30/96

X 813-213-2224

(SIGNATURE AND TITLE OF CORPORATE OFFICER OR SECRETARY, MANAGER, TRUSTEE OR RECEIVER)

Date

Daytime Phone #

IN 15E10 R(12-95)

UTE Gottlieb