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UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW
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PLEASE REPLY TO
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HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL
FRANK D. UPCHURCH
(1894-1986)

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

June 15, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Fun Run Sports Company, L.C.
Our File No. 5-98-326

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Organization of the above-named limited liability company and a corresponding Affidavit of Membership and Contribution. Would you please file same and furnish me with a certificate of status.

I am further enclosing a check payable to the Secretary of State in the amount of \$337.50 which I estimate to be sufficient to cover the charges for your filing fee, designation of registered agent, and return of a certified copy.

Thank you for your assistance in this matter.

Sincerely yours,

Michael A. Siragusa

MAS:raf
Enclosures

| | |
|-------------------|--|
| Name | |
| Availability | |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1998

MICHAEL A. SIRAGUSA
UPCHURCH, BAILEY AND UPCHURCH, P.A.
POST OFFICE DRAWER 3007
ST. AUGUSTINE, FL 32085-3007

SUBJECT: FUN RUN SPORTS COMPANY, L.C.
Ref. Number: W98000013982

We have received your document for FUN RUN SPORTS COMPANY, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the limited liability company can not contain the word "company". Please correct your documents accordingly.,

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 (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 998A00033727

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ARTICLES OF ORGANIZATION

OF

FUNRUN SPORTS, L.C.

The undersigned member adopts the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

ARTICLE I

Name and Principal Place of Business

The name of the limited liability company shall be **FunRun Sports, L.C.** (the "Company"), and the mailing and street address of the Company's principal office shall be located at 740 Charmwood Drive, St. Augustine, Florida 32086. However, the members shall have the power and authority to establish branch offices at any other place or places as they may so designate.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Company is to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Duration and Dissolution

- A. The Company shall exist perpetually.
- B. The remaining members may continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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ARTICLE IV

Management

This Company shall be managed by one manager initially. However, the number of managers may be increased or diminished from time to time by unanimous vote of the Class A members, but shall never be less than one (1) nor more than three (3).

The names and addresses of the persons who shall serve as the initial managers until their successors are elected and qualified are as follows:

NAME

ADDRESS

Christopher J. Martoglio

740 Charmwood Drive
St. Augustine, FL 32086

ARTICLE V

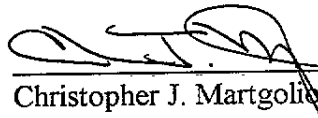
Registered Agent and Office

The name of the Company's initial registered agent is Christopher J. Martoglio, and the street and mailing address of the Company's registered office in Florida is 740 Charmwood Drive, St. Augustine, Florida 32086.

ARTICLE VII

The Company's existence shall begin at 12:01 a.m. on July 1, 1998.

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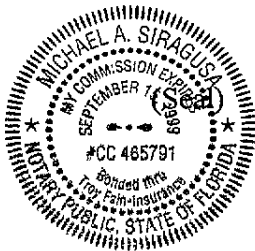
Christopher J. Martoglio
Member

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 9 day of July, 1998, by Christopher J. Martoglio, who did not take an oath and who: (notary must check applicable box)

 is personally known to me.
 produced current driver's license(s) as identification.
 produced _____ as identification.



Signature of Notary

Michael A. Siragusa
Name of Notary Typed, Printed or Stamped

Commission Number: _____

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities required of the Registered Agent for FUN RUN SPORTS, L.C., a Florida limited Liability Company.

Christopher J. Martoglio
Christopher J. Martoglio

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

In compliance with Florida Statute 608.407(2), the undersigned member of **FUN RUN SPORTS, L.C.**, deposes and says:

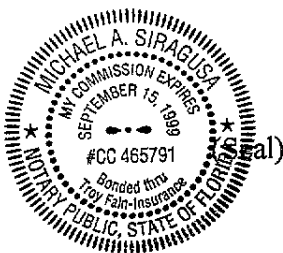
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$ 150,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ 0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 150,000.00. This total includes the amounts specified from 2 and 3 above.

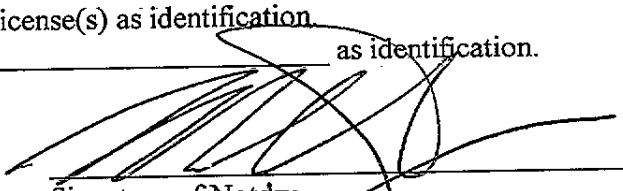


Christopher J. Martoglio, Affiant

THE FOREGOING INSTRUMENT was acknowledged before me this 9 day of JULY, 1998, by Christopher J. Martoglio, who: (notary must check applicable box)

☒ is personally known to me.
☐ produced current driver's license(s) as identification.
☐ produced _____ as identification.





Signature of Notary
Michael A. Siragusa
Name of Notary (Typed, Printed or Stamped)
Commission Number: _____
My Commission Expires: _____

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