

# L98000002810

Rogers, Towers, Bailey, Jones & Ga

Requestor's Name

106 South Monroe Street - 2nd Floor

Address

Tallahassee, FL 32301 222-7200

City/State/Zip

Phone #

Call Pat @ 222-7200 if problems.

Office Use Only

98 NOV 10 PM 12:09

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pro Sports of St. Augustine, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. 00789 - 02 746-00671 W48-25446  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 11-10-98

☒ Certified Copy of Art. of Org.

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status after filing

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

300002685143-3  
-11/12/98--01001--013  
\*\*\*881.25 \*\*\*337.50

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

|                   |                    |
|-------------------|--------------------|
| Name              | <i>[Signature]</i> |
| Availability      | <i>[Signature]</i> |
| Document Examiner | <i>[Signature]</i> |
| Updater           | <i>[Signature]</i> |
| Updater Verifier  | <i>[Signature]</i> |
| Acknowledgement   | <i>[Signature]</i> |
| W. P. Verifier    | <i>[Signature]</i> |

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98 NOV 10 AM 11:49  
DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 10, 1998

ROGERS, TOWERS, BAILEY, JONES & GAY

SUBJECT: PRO SPORTS OF ST. AUGUSTINE, L.L.C.  
Ref. Number: W98000025446

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

We have received your document for PRO SPORTS OF ST. AUGUSTINE, L.L.C. and your check(s) totaling \$881.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement is not sufficient.

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: 398A00054564

*\* Please return to Michelle*

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

PRO SPORTS OF ST. AUGUSTINE, L.L.C.

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I

NAME

The name of the limited liability company (the "Company") is:

PRO SPORTS OF ST. AUGUSTINE, L.L.C.

ARTICLE II

TERM

The existence of the Company shall commence upon filing of these Articles of Organization with the Florida Department of State and its duration shall be perpetual unless and until dissolved as required by the Act or as provided in the Regulations (as that term is herein after defined).

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### ARTICLE III

#### ADDRESSES

The initial mailing address of the Company is 3950 Lewis Speedway, St. Augustine, Florida 32095. The initial street address of the principal office of the Company is 3950 Lewis Speedway, St. Augustine, Florida 32095.

### ARTICLE IV

#### REGISTERED AGENT

The name and street address of the initial registered agent of the Company are as follows:

Robert J. L. Laurence  
3950 Lewis Speedway  
St. Augustine, Florida 32095

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### ARTICLE V

#### ADDITIONAL MEMBERS

Additional members may be admitted upon the unanimous consent of all members

### ARTICLE VI

#### CONTINUATION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event which terminates the continued membership of a member in the Company, then upon the affirmative vote of a majority in interest of the remaining members to

continue the Company within ninety (90) days after the occurrence of such event, the Company shall not be dissolved and the business of the Company shall be continued.

## ARTICLE VII

### MANAGEMENT

The management of this Company shall at all times be vested in one or more managers. The names and addresses of the initial managers who shall serve until the first annual meeting of the members or until their successor (or successors) is (are) elected by a majority in interest of the members are as follows:

| <u>NAME</u>           | <u>ADDRESS</u>                                  |
|-----------------------|---|
| Robert J. L. Laurence | 3950 Lewis Speedway<br>St. Augustine, Fl. 32095 |

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## ARTICLE VIII

### REGULATIONS

The members shall have the power to adopt, alter, amend or repeal regulations as contemplated by the Act (the "Regulations"). The Regulations adopted by the member(s) may be amended, repealed, or altered or new Regulations may be adopted, from time to time by the member(s).

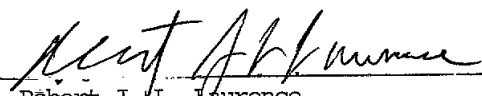
## ARTICLE IV

### LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of

the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

PRO SPORTS OF ST. AUGUSTINE, L.L.C.

By:   
Robert J. L. Laurence  
Its Manager

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

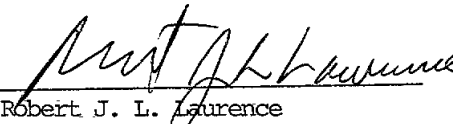
PRO SPORTS OF ST. AUGUSTINE, L.L.C.

2. The name and the Florida street address of the registered agent are:

Robert J. L. Laurence  
3950 Lewis Speedway  
St. Augustine, Florida 32095

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

  
Robert J. L. Laurence

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DIVISION OF CORPORATIONS  
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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a member of PRO SPORTS OF ST. AUGUSTINE, F.L.C. a Florida limited liability company (the "Company") hereby certifies as follows:

1. The Company has at least one member.
2. The amount of cash and the description and agreed value of property other than cash contributed by the member(s) of the Company to the Company is as follows:

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|--------------------|---------------|
| Cash               | \$5.00        |
| Property           | - 0 -         |

3. The amount anticipated to be contributed by the members of the Company to the Company is as set forth in Paragraph 2.

IN WITNESS WHEREOF, the undersigned has sworn to and executed this Affidavit the 22 day of Nov. 1998.

PRO SPORTS OF ST. AUGUSTINE, L.L.C.

By: Robert J. Laurence

Robert J. Laurence

Its Manager

Member of the Company

STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing affidavit was sworn to before me this 2 day of November, 1998 by Robert J. Laurence who is personally known to me or who has produced his Florida driver's license as identification.

Robert M. Graub  
Notary Public, State of Florida

My commission expires: \_\_\_\_\_

My commission number is: \_\_\_\_\_

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