

7/12/11

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JAMES R. PROVENCHER
OF COUNSEL



January 14, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Red & Black Sports Club, Inc.
(A Florida Not for Profit Corporation).
Our File No. 10-15075

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced Not for Profit Corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,


SID C. PETERSON, JR.

SCP/bg
Enclosures

2011 JAN 18 PM 1:50
RECEIVED
DIVISION OF CORPORATION
FLORIDA DEPARTMENT OF STATE

ARTICLES OF INCORPORATION

OF

**RED & BLACK SPORTS CLUB, INC.
(A Florida Not For Profit Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2011 JAN 18 PM 1:50

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS**

The name of this Corporation shall be: **RED & BLACK SPORTS CLUB, INC.**, with its principal office located at 4 North Causeway, New Smyrna Beach, Florida 32169, and its corporate mailing address being the same.

**ARTICLE II
POWERS AND PURPOSE**

A. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation, Act, as amended.

B. The specific and primary purposes for which this corporation is organized are to promote and encourage all kinds of field and athletic sports; to promote and encourage the sport, pleasure, exercise, and recreation of its members and the general public; to promote sociability and friendship among its members; and to manage and conduct entertainments, excursions, and social meetings.

**ARTICLE III
NONSTOCK CORPORATION**

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

MARK A. PERNELL
4 North Causeway
New Smyrna Beach, Florida 3219

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
MEMBERSHIP

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors will be elected in accordance with the by-laws of this corporation.

ARTICLE VIII
OFFICERS

The officers of this Corporation shall be elected in accordance with the by-laws of this corporation. Any two or more offices may be held by the same person.

ARTICLE IX
INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators are:

MARK A. PERNELL

1222 Commodore Drive
New Smyrna Beach, Florida 32168

JACK HOLCOMB

417 Quay Assisi
New Smyrna Beach, Florida 32169

KENNY KANE

3125 Hoke Drive
Edgewater, Florida 32141

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

ARTICLE XI INDEMNIFICATION

The Club shall indemnify any person who was or is a party to, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, or volunteer of the Club, or, while serving as a director, officer, or volunteer of the Club, is or was serving at the request of the club as a director, officer, partner, trustee, employee, volunteer, or agent for another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Club or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Club or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful

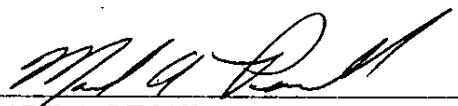
In addition to the foregoing, the Club shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, or volunteer of the Club or, while serving as a director, officer, or volunteer of the Club, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney's fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner

the person reasonably believed to be in, or not opposed to, the best interests of the Club or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Club unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonably expenses incurred.

ARTICLE XII DISSOLUTION

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned as Incorporators have executed the foregoing Articles of Incorporation on this 12th day of JANUARY, 2011.



MARK A. PERNELL



JACK HOLCOMB

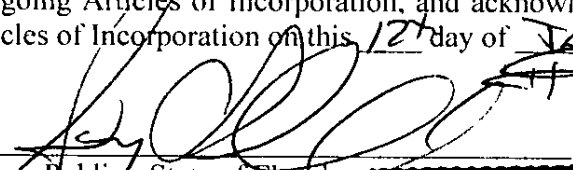


KENNY KANE

STATE OF FLORIDA

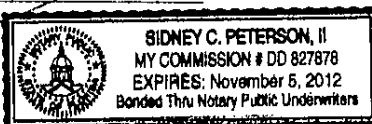
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **MARK PERNELL, JACK HOLCOMB**, and **KENNY KANE**, who are personally known to me or who have produced Personally known as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 12th day of January, 2011.



Notary Public - State of Florida
Commission No.:

My Commission Expires:



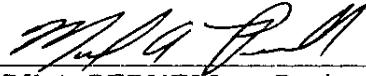
CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ***RED & BLACK SPORTS CLUB, INC.***, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named ***MARK A. PERNELL***, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.



MARK A. PERNELL, as Registered Agent

STATE OF FLORIDA
DIVISION OF REVENUE
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