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## COVER LETTER

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

SUBJECT: SPORTS TRAINING INTERNATIONAL, INC.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: DAVID R. YORK, ESQ.

Name (Printed or typed)

2180 SOUTH 1300 EAST #600

Address

SALT LAKE CITY, UTAH 84106

City, State & Zip

801-530-7449

Daytime Telephone number

dyork@cnmlaw.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

CALLISTER NEBEKER & McCULLOUGH

A PROFESSIONAL CORPORATION  
ATTORNEYS AT LAW  
ZIONS BANK BUILDING  
10 EAST SOUTH TEMPLE, SUITE 900  
SALT LAKE CITY, UTAH 84133  
TELEPHONE 801-530-7300  
FAX 801-364-9127

TO CONTACT WRITER DIRECTLY

(801) 530-7449

ascow@cnmlaw.com

David R. York

May 17, 2011

Florida Department of State  
Attn: Jessica A. Fason  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Jessica:

Enclosed for processing, please find the original signed Articles of Incorporation of Sports Training International, Inc. Once processed, please return a date-stamped copy of the Articles to our office. If you need anything else, please do not hesitate to let me know.

Sincerely,

CALLISTER NEBEKER & McCULLOUGH



Alisha L. Scow  
Paralegal to David R. York

Enclosures

2074904.1

**ARTICLES OF INCORPORATION**  
**OF**  
**SPORTS TRAINING INTERNATIONAL, INC.**  
**A Nonprofit Corporation**

I, the undersigned natural person being of eighteen years or more, acting as incorporator under the Chapter 617, F.S., adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**  
**NAME**

The name of the corporation (hereinafter referred to as the "Corporation") is **Sports Training International, Inc.**, a Florida nonprofit corporation.

**ARTICLE II**  
**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSES AND POWERS**

The purposes for which the Corporation is organized are:

Section 1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law).

Section 2. The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which the Corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm,

corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(4) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(5) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on the amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision; and

(6) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Section 3. To engage in such other activities as may be permitted to a nonprofit corporation under the applicable laws of the State of Florida, it being the specific purpose of the Corporation that it is organized and shall be operated not for pecuniary profit.

Section 4. Notwithstanding any of the above statements of purposes and powers, Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 1 of this Article III.

Section 5. Notwithstanding any other provisions of this instrument, the Directors shall distribute the income of the Foundation for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6. Notwithstanding any other provisions of this instrument, if the Foundation is classified as a private foundation, the Directors will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in a manner as to incur tax liability under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV  
MEMBERSHIP

The Corporation shall have no Members.

ARTICLE V  
STOCK

No shares of stock of the Corporation evidencing interests herein shall be authorized or issued by the Corporation and the Corporation shall have no authority to issue stock, and no dividends or pecuniary profits shall be paid thereon.

ARTICLE VI  
CONTRACTS WITH DIRECTORS OR OFFICERS

Section 1. No officer, managing agent, employee or other person shall derive a principal economic benefit from the operation of the Corporation. However, any person, including an officer or Director of the Corporation may deal or contract with the Corporation in compliance with a conflict of interest policy adopted by the Corporation. The Bylaws of the Corporation shall set forth the Conflict of Interest Policy of the Corporation.

Section 2. No member of the Board of Directors or officer shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts.

ARTICLE VII  
INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers or who at the request of the Board of Directors of the Corporation may serve or at any time have served as Directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE VIII  
BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors of at least three (3) or more Directors, each of whom shall be a voting Director of the Corporation as fixed from time to time by the Bylaws of the Corporation. The initial Board of Directors, who shall hold office until their successors shall have been elected pursuant to the Corporation Bylaws, shall be:

<u>Name</u>	<u>Address</u>
Scott Holstein	650 Campus Street #205, Celebration, Florida 34747
Matt Huerkamp	1370 Western Pine Circle, Sarasota, Florida 34240
Clint Searcy	203 Reserve Place, Celebration, Florida 34747
Scott Koussaie	1217 Aquila Loop, Celebration, Florida 34747

ARTICLE IX  
RESIGNATION, REMOVAL, APPOINTMENT OF SUCCESSOR DIRECTORS

The Bylaws of the Corporation shall set forth the requirements for the resignation and removal of Directors and the appointment of Successor Directors.

ARTICLE X  
INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Scott Holstein	650 Campus Street #205 Celebration, Florida 34747

ARTICLE XI  
PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial registered office and the principal office of the Corporation and the designated office where the records of the Corporation required to be kept by Section 16-6a-1601 of the Code shall be 650 Campus Street #205, Celebration, Florida 34747, and the initial registered agent at such address is Scott Holstein. Such office may be changed at anytime by the Board of Directors as set forth in the Bylaws without amendment of these Articles of Incorporation

ARTICLE XII  
EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1986 as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XIII  
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transfer or conveyance upon such event of dissolution as required by Florida law, transfer and convey all remaining assets and benefits of the Corporation to a transferee designed by the Board of Directors for advancement of the purposes of such transferee provided such transferee then qualifies under Section 501(c)(3) of the Internal Revenue Code or its future equivalent. If the transferee or its successor shall fail to so qualify, then all remaining assets and benefits of the Corporation shall be disposed of by the District Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which most nearly approximate the purposes for which the Corporation was organized.

ARTICLE XIV  
ADMINISTRATION OF CORPORATION

The Corporation will not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under Section 501(c)(3) of the Code and to which donations are deductible under Sections 170(a)(1), 2055 and 2522 of the Code.

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CLERK OF COURT  
JANUARY 11 1987



ARTICLE XIV  
ALTERNATE PURPOSES

In the event that the purposes for which this Corporation has been created cannot, at any time, be carried out, the fiduciaries are to administer the Corporation for other purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of 501(c)(3) tax exempt organizations.

In Witness Whereof, I, Scott Holstein, have executed these Articles of Incorporation and know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.

Dated this 4<sup>th</sup> day of MAY, 2011.

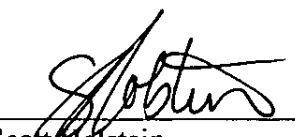
Incorporator's Signature

By:   
Scott Holstein

ACKNOWLEDGMENT AND ACCEPTANCE OF  
APPOINTMENT OF REGISTERED AGENT

Scott Holstein herewith acknowledges and accepts appointment as the registered agent for Sports Training International, Inc., a nonprofit corporation. This acknowledgment and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.

Dated this 4<sup>th</sup> day of MAY, 2011.

By:   
Scott Holstein  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FL 32306

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