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FLORIDA PROFIT/NON PROFIT CORPORATION

Sports Foundation Acquisition, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

11 AUG 23 AM 9:24

OF

SPORTS FOUNDATION ACQUISITION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Sports Foundation Acquisition, Inc. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

The address of the principal office and mailing address of the Corporation shall be 800 North Magnolia Avenue, Suite 1100, Orlando, Florida 32803.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 800 North Magnolia Avenue, Suite 1100, Orlando, Florida 32803. The name of the initial registered agent at that address is Pamela Murphy.

ARTICLE IV
PURPOSES AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt, including, without limitation, promoting social welfare by lessening the burdens of government. In furtherance of such purposes, the corporation shall be authorized:

(a) to lessen the burdens of government by promoting and developing the sports industry and related industries within the State of Florida for the purpose of improving the economic presence of these industries in Florida;

(b) to lessen the burdens of government by promoting amateur athletic participation for the citizens of Florida and the promotion of Florida as a host for national and international amateur athletic competitions for the purpose of encouraging and increasing the direct and ancillary economic benefits of amateur athletic events and competitions; and

(c) to lessen the burdens of government by assisting the State of Florida in the promotion and retention of professional sports franchises, including the spring training operations of Major League Baseball, and attracting to the State of Florida and assisting in hosting and promoting special events associated with professional sports.

Further, the Corporation may engage in other activities designed or intended to accomplish such purposes. To those ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon corporations not for profit pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V MEMBERSHIP

This Corporation's sole member will be Enterprise Florida, Inc., a Florida corporation not for profit that has been classified by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. A designation of the qualifications and rights of the member shall be set forth in the Bylaws of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE VII DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the State of Florida or a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

FROM: HK

FAX NO.: 4074258500

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ARTICLE VIII
DURATION

The Corporation shall exist perpetually.

ARTICLE IX
AMENDMENTS

The sole member of the Corporation may amend the Articles of Incorporation.

ARTICLE X
BYLAWS

The Bylaws of this Corporation may be adopted by and, if applicable, altered, amended or rescinded by, the sole member of the Corporation.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Christin D. Petroski
Holland & Knight LLP
200 South Orange Ave. Suite 2600
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 23 day of August, 2011.


Christin D. Petroski, Incorporator

FROM: HK

FAX NO.: 4074258500

08-23-11 01:35 PM
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

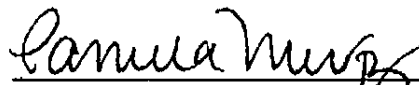
SPORTS FOUNDATION ACQUISITION, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Sports Foundation Acquisition, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 800 North Magnolia Avenue, Suite 1100, Orlando, Florida 32803, City of Orlando, County of Orange, State of Florida has named Pamela Murphy, whose address is 800 North Magnolia Avenue, Suite 1100, Orlando, Florida 32803, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.


Pamela Murphy, Registered Agent

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