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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Sports Foundation Acquisition, Inc.

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ARTICLES OF MERGER 2011 AUG 26 PM 12:46

FOR
MERGER OF FLORIDA SPORTS FOUNDATION, INCORPORATED
WITH AND INTO
SPORTS FOUNDATION ACQUISITION, INC.
(Both Corporations Not For Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger (these "Articles of Merger") are being submitted to merge the following Florida corporations not for profit in accordance with the Florida Not For Profit Corporation Act, pursuant to Sections 617.1101 and 617.1105, Florida Statutes.

1. CONSTITUENT ENTITIES.

(a) Merging Party. The exact name, form/entity type, jurisdiction and document number for the merging party (the "Merging Party") are as follows:

Name: Florida Sports Foundation, Incorporated, a corporation not for profit

Jurisdiction: Florida

Document Number: N34159

(b) Surviving Party. The exact name, form/entity type, jurisdiction and document number of the surviving party (the "Surviving Party") are as follows:

Name: Sports Foundation Acquisition, Inc., a corporation not for profit

Jurisdiction: Florida

Document Number: N11000008022

2. PLAN OF MERGER. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. APPROVAL OF PLAN OF MERGER.

(a) Approval by Merging Party. There are no members of Florida Sports Foundation, Incorporated, the Merging Party, other than the persons serving on its Board of Directors. The Plan of Merger was approved by the Board of Directors of the Florida Sports Foundation, Incorporated (acting both as members and directors of Florida Sports Foundation, Incorporated) on August 22, 2011, in accordance with the applicable provisions of Chapter 617, Florida Statutes, and the Articles of Incorporation and Bylaws of Florida Sports Foundation, Incorporated. The number of votes cast for the merger was sufficient for approval.

(b) Approval by Surviving Party. The Plan of Merger was approved by the joint written consent of the directors and the sole member of Sports Foundation Acquisition, Inc., the

Surviving Party, on August 19, 2011, and executed in accordance with the applicable provisions of Chapter 617, Florida Statutes and the Articles of Incorporation and Bylaws of Sports Foundation Acquisition, Inc. The number of votes cast for the merger was sufficient for approval.

4. **EFFECTIVE TIME OF MERGER.** The merger of the Merging Party into the Surviving Party shall become effective on August 29, 2011.

[Signature page follows.]

IN WITNESS WHEREOF, the Merging Party and the Surviving Party have executed these Articles of Merger on August 26, 2011.

"MERGING PARTY"

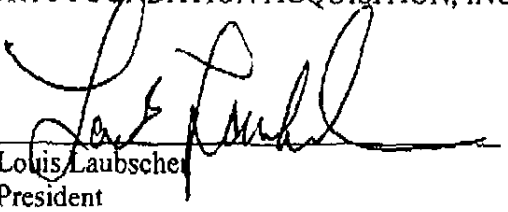
FLORIDA SPORTS FOUNDATION, INCORPORATED

By: 

Larry Pendleton
President

"SURVIVING PARTY"

SPORTS FOUNDATION ACQUISITION, INC.

By: 

Louis Laubscher
President

EXHIBIT A**PLAN OF MERGER**

First: The exact name and jurisdiction for the merging party (the "Merging Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Florida Sports Foundation, Incorporated	Florida

Second: The exact name and jurisdiction for the surviving party (the "Surviving Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sports Foundation Acquisition, Inc.	Florida

Third: The merger shall become effective on August 29, 2011 (the "Effective Time").

Fourth: The terms and conditions of the merger are as follows:

The Merging Party will be merged with and into the Surviving Party which will be the surviving entity at the Effective Time and which will continue to exist as a corporation not for profit under the laws of the State of Florida. The Surviving Party will succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party will cease at the Effective Time. The Surviving Party will continue its corporate existence as a Florida corporation not for profit. The Articles of Incorporation of the Surviving Party will be amended in accordance with the Articles of Amendment to the Articles of Incorporation attached hereto as Exhibit A, which will include changing the name of the Surviving Party to "Florida Sports Foundation, Incorporated." The Bylaws of the Surviving Party will remain the same. At the Effective Time, the members of the Board of Directors of the Merging Party will cease to be members of the Merging Party and will not succeed to any membership in the Surviving Party; and the existing sole member of the Surviving Party will continue as the sole member of the Surviving Party.

Fifth: If any provision of this Plan of Merger is deemed invalid or unenforceable, such provision will be deemed limited by construction in scope and effect to the minimum extent necessary to render it valid and enforceable and, in the event no such limiting construction is possible, the invalid or unenforceable provision will be deemed severed from this Plan of Merger without affecting the validity of any other term or provision.

FROM: HK

FAX NO.: 4074258500

08-29-11 10:22A P.06

Exhibit A

**Articles of Amendment
to
Articles of Incorporation
of
Sports Foundation Acquisition, Inc.**

#10539493_v5

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF SPORTS FOUNDATION ACQUISITION, INC.

Pursuant to Section 617.1002 of the Florida Not For Profit Business Corporation Act, the Articles of Incorporation of Sports Foundation Acquisition, Inc., a Florida corporation not for profit (the "Corporation"), are hereby amended according to these Articles of Amendment:

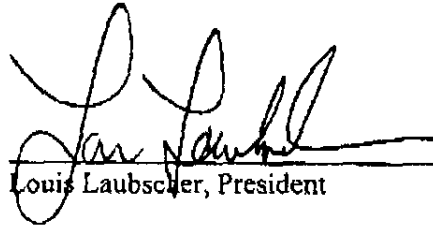
- FIRST: The name of the Corporation is Sports Foundation Acquisition, Inc.
- SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"ARTICLE I

The name of the Corporation is Florida Sports Foundation, Incorporated."

- THIRD: The foregoing amendment was duly adopted by the Corporation's Board of Directors and by the sole member of the Corporation on August 19, 2011.

IN WITNESS WHEREOF, the undersigned has executed this instrument to be effective as of this 29 day of August, 2011.


Louis Laubscher, President