

*N 95000000695*

WATSON, FOLDS, STEADHAM, CHRISTMANN, BRASHEAR, TOVKACH & WALKER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

597 EAST UNIVERSITY AVENUE

POST OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

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ALLISON E. FOLDS  
THOMAS G. CHRISTMANN  
BRUCE BRASHEAR  
WALTER M. TOVKACH  
B. SCOTT WALKER

SHARON D. PARRISH  
PAUL J. CONBRUCK\*\*  
W. WESLEY HARBTON

TELEPHONE  
(904) 372-8401

TELECOPIER  
(904) 372-1828

January 27, 1995

Secretary of State  
Division of Corporations  
Non-Profit Section  
P. O. Box 6327  
Tallahassee, FL 32301

ALSO ADMITTED IN  
OFFICE NORTH CAROLINA  
\*\*ALSO ADMITTED IN MARYLAND  
FEB 13 PM 2:04  
TALLAHASSEE, FLORIDA

000001180384701  
01/31/95--01000--011  
\*\*\*122.50 \*\*\*122.50

RE: College Sports Publishers Association, Inc  
(Corporation Not for Profit)

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	52.50

*295-2455*

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

WATSON, FOLDS, STEADHAM,  
CHRISTMANN, BRASHEAR  
TOVKACH & WALKER

By: *Carrie Fagan*  
Carrie Fagan, Secretary  
to Bruce Brashear, Esq.

Enclosures

*0678*  
*0636*  
*00671*  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN 30 PM 3:15



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 2, 1995

CARRIE FAGAN  
POST OFFICE BOX 1070ENUE  
GAINESVILLE, FL 32602

SUBJECT: COLLEGE SPORTS PUBLISHERS ASSOCIATION, INC.  
Ref. Number: W95000002455

We have received your document for COLLEGE SPORTS PUBLISHERS ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 795A00004564

**ARTICLES OF INCORPORATION OF  
COLLEGE SPORTS PUBLISHERS ASSOCIATION, INC.**

**A FLORIDA NONPROFIT CORPORATION**

RECEIVED  
SECRETARY OF FLORIDA  
JAN 13 1984  
PM 2:04

**ARTICLE ONE. NAME**

The name of this corporation is College Sports Publishers Association, Inc.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE AND PURPOSES**

This is a nonprofit corporation organized to promote college sports publications with a primary goal of benefiting the entire membership and for any other lawful purpose authorized by the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. TERM**

This corporation shall have a perpetual existence.

**ARTICLE FOUR. MEMBERSHIP**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

**ARTICLE FIVE. SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

David Stirt

105 N.W. 33rd Ct.  
Gainesville, FL 32607

Gary Ferman

1800 S. Douglas Road  
Suite 201  
Pembroke Pines, FL 33024

John Firth

210 S. Michigan St.  
P.O. Box 300  
South Bend, IN 46624

#### ARTICLE SIX. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office for the transaction of the business of this corporation is 105 N.W. 33rd Court, Gainesville, FL 32607.

(b) The name and address of this corporation's registered agent is David Stirt, 105 N.W. 33rd Court, Gainesville, FL 32607.

#### ARTICLE SEVEN. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on May 20, 1995, at 5:00 PM, at 105 N.W. 33rd Court, Gainesville, Florida, or such other date, time or place as shall be designated by the board of directors by resolution, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 5:00 PM on the first Monday in June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of

incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

David Stirt	105 N.W. 33rd Ct. Gainesville, FL 32607
Gary Ferman	1800 S. Douglas Road Suite 201 Pembroke Pines, FL 33024
John Firth	210 S. Michigan Street P.O. Box 300 South Bend, IN 46624

(b) Corporate Officers. The board of directors shall elect the following officers: President, Vice President, and treasurer and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

David Stirt	President, Secretary-Treasurer
Stuart Coman	Vice President

#### ARTICLE EIGHT. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

#### ARTICLE NINE. DISTRIBUTION OF ASSETS

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 prorata to its members.

ARTICLE TEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit corporation under the Laws of Florida have executed these articles of incorporation on January 26, 1995, ~~1994~~.

  
DAVID STIRT

  
GARY FERMAN

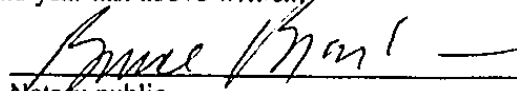
  
JOHN FIRTH

STATE OF FLORIDA

COUNTY OF ALACHUA

On this 26th day of JANUARY, <sup>1995 AM</sup> ~~1994~~, personally appeared before me, DAVID STIRT, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

  
Notary public

Bruce Brasher  
Printed Name  
My Commission Expires: 3-4-98

STATE OF Florida

COUNTY OF Broward

On this 27 day of September, 1994, personally appeared before me, GARY FERMAN, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



HEATHER M. ROBSON  
MY COMMISSION # CC382587 EXPIRES  
JUNE 13, 1998  
BONDED THIRD TROY FAIR INSURANCE, INC.

[Signature]  
Notary public

Heather M. Robson

Printed Name

My Commission Expires:

STATE OF INDIANA

COUNTY OF ST. JOSEPH

On this 9th day of September, 1994, personally appeared before me, JOHN FIRTH, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

[Signature]  
Notary public

Jill J. Popielski

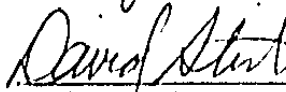
Printed Name

My Commission Expires: 3/27/95

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COLLEGE SPORTS PUBLISHERS ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 26th day of January 1995 AMT



DAVID STIRT  
Registered Agent

RECEIVED  
FEB 1 1995  
PH 2013  
11:10 AM  
FEB 1 1995  
11:10 AM  
FEB 1 1995  
11:10 AM