

1201 HAYS STREET
842-8086
N96000005500



PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 132773 4347A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 25, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 132773-005

CUSTOMER NO: 4347A

CUS OMER: Ms. Brenda Sutton
BURTON & BURTON, PA

P.o. Drawer 1729

Wauchula, FL 33873

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-10/25/96-01053--020
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DOMESTIC FILING

NAME: BAY AREA ROYALS MINOR
HOCKEY CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

95 OCT 25 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 25 AM 11:16
DIVISION OF CORPORATE AFFAIRS

KR
1028.96

**ARTICLES OF INCORPORATION
OF
BAY AREA ROYALS MINOR HOCKEY
CLUB, INC.**

25 OCT 23 10 11 AM '93
SECRETARY OF STATE
TALLAHASSEE, FL 32304

**ARTICLE I
Name**

The name of the Corporation shall be BAY AREA ROYALS MINOR HOCKEY CLUB, INC.

**ARTICLE II
Principal Place of Business and Mailing Address**

The principal office of the Corporation shall be at 722 Pinta Drive, Tierra Verde, FL 33715.

**ARTICLE III
Purposes**

Said corporation is organized and operated exclusively to foster national and international amateur ice hockey competition and primarily to conduct national or international competition in ice hockey; and to develop amateur athletes for such competitions within the provisions of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. In pursuit of the purposes stated in the preceding section, the Corporation shall (1) organize, teach, develop and promote the amateur sport of ice hockey; (2) provide activities that promote the development of good character and sportsmanship among minors engaged in ice hockey; and (3) solicit donations from the public to accumulate sufficient funds to cover expenses connected with the operations of said Corporation;

**ARTICLE IV
Directors**

Section One. The Directors of the Corporation shall direct and supervise the business affairs of the Corporation and shall not exceed five in number. The Directors shall be elected by a majority of the primary membership and shall serve for two years. Any Director may be removed from the expiration of his or her term by a unanimous vote of all other Directors of the Corporation. The Directors shall comprise the primary membership of the Corporation.

Section Two. Associate membership shall be non-voting and may be conferred by unanimous vote of the Directors upon the parent of any minor registered in any Corporation program. Associate membership may be terminated by a majority of the Directors.

Section Three. It shall take a two-thirds majority of the Directors for the adoption, amendment, rescission or revocation of any by-laws or policies of the Corporation.

Section Four. The Corporation shall indemnify any director or officer, or any former Director or officer, to the full extent provided by law.

ARTICLE V

Limitation of Corporate Powers

Section One. The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes. The business of the Corporation shall be conducted in accordance with the laws of Florida and the United States and the rules and regulations of USA Hockey, Incorporated, or its successor organization.

Section Two. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered 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 or in opposition to any candidates for public office. Notwithstanding any other provisions 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of 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 are organized and operated exclusively for such purposes.

ARTICLE VII
Initial Registered Agent and Street Address

The Corporation's initial registered office shall be at 722 Pinta Drive, Tierra Verde, FL 33715, and its initial registered agent shall be Robert L. Martin.

ARTICLE VIII
Incorporators

The names and the street addresses of the original incorporators for these Articles of Incorporation are as follows:

Kenneth Savage
5307 Shoreline Circle
Lake Forest, FL 32771

Robert L. Martin
722 Pinta Drive
Tierra Verde, FL 33715

Jim Jodoin
4152 Waikiki Drive
Sarasota, FL 34241

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 19th day of October, 1996.

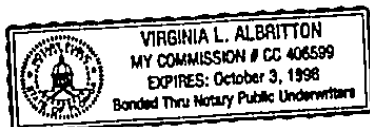

Kenneth G. Savage


Robert L. Martin

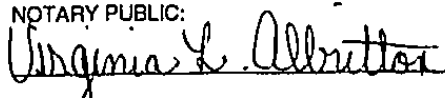

Jim Jodoin

STATE OF FLORIDA:
COUNTY OF PINELLAS:

On this 19th day of October, 1996, before me, a notary public, personally appeared KENNETH R. SAVAGE, ROBERT L. MARTIN and JIM JODOIN, known to me to be the persons whose names are subscribed to the instrument within, and acknowledged that they executed the same for the purposes contained therein. They are personally known to me and did take an oath.



NOTARY PUBLIC:



State of Florida at Large

My Commission expires: 10-3-98

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent for **BAY AREA ROYALS MINOR HOCKEY CLUB, INC.**, and am familiar with and accept the obligations provided for in Sections 617.0501, 617.0502, and 617.050, Florida Statutes.


ROBERT L. MARTIN, Registered Agent

9660125 JUN 93
SECRETARY OF STATE
TALLAHASSEE, FLORIDA