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A PARTNERSHIP OF INDEPENDENT LAW FIRMS

April 13, 1998

Secretary of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, FL 32301

200002490412--8
-04/16/98--01045--003
*****70.00 *****70.00

Re: Sports Fans United, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Resident Agent's Certificate for the above corporation, to be filed and to be effective upon filing.

Also enclosed is our check in the amount of \$70.00 to cover the following:

Filing Fee	\$ 35.00
Resident Agent Certificate (Filing Fee only)	<u>35.00</u>
TOTAL:	\$ 70.00

Please return a copy of the Articles to the above address.

Thank you for your attention to this matter.

Very truly yours,

ALPER & CRICHTON, P.A.

BY: HARVEY M. ALPER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:09

HMA/mw

cc: Joseph Connor

RP
04-17-98

ARTICLES OF INCORPORATION
OF
SPORTS FANS UNITED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:09

We, the undersigned, with other persons being desirous of forming a charitable and philanthropic corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes and in accordance with all pertinent laws of the State of Florida, hereby associate ourselves together and make, subscribe, acknowledge and agree to the following:

ARTICLE I
NAME

The name of the Corporation is SPORTS FANS UNITED, INC.

ARTICLE II
PURPOSES

The general nature of the objects and purposes of this corporation shall be: To promote the self interests of sports fans and to actively work to advance the interests thereof. In so doing, this Corporation shall promote the right of individual fans to have access to professional and organized sports at reasonable cost, to exercise their independent opinions and individual freedoms in connection therewith and to have considered, by players, managers, owners and school, college and university sports departments the role and needs of sports fans and the essential place fans have in organized sports.

In carrying out its purposes, the corporation may receive gifts and grants of money or property, invest and reinvest, collect income, and disburse funds to any

person or organization, public or private.

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any member, officer or director of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting its purposes).

No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its

Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(3) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE III POWERS

This corporation shall have all powers provided for Corporations Not for Profit by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statute.

ARTICLE IV MEMBERS

The members of this corporation shall be persons who are actively interested in sports but who have no direct pecuniary interest in sporting activities during their period of membership.

ARTICLE V TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

Joseph Connor
942 Deerwood Loop
Longwood, FL 32779

ARTICLE VII BOARD OF DIRECTORS

Section 1. General Powers. The business affairs of this corporation shall be managed by the Board of Directors in accordance with the Articles of Incorporation

and By-Laws of this corporation.

Section 2. Number and Qualifications.

A. Initial Board. The Board of Directors shall consist of the subscriber to the Articles of Incorporation, who shall serve until his successors are duly elected and qualified as prescribed in the By-Laws adopted by the members of the corporation.

B. Successor Board. As soon as practicable after incorporation, the Board of Directors shall be selected and meet in an organizational meeting. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the members of the corporation, but shall never be less than three (3) nor more than fifteen (15). The subscriber may appoint the initial members of the Board who shall serve in addition to himself.

Section 3. Terms. The terms of the Directors shall be for two (2) years or until their successors have been chosen, and qualified as prescribed in the By-Laws.

Section 4. Quorum. The presence of a majority of the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 5. Voting. Every member of the Board shall be entitled to one (1) vote at any meeting of the Board. Such vote may not be exercised by proxy.

Section 6. Membership. The Board shall establish initial By-Laws concerning membership herein at its first meeting.

Section 7. Chairperson. There shall be a Board Chairperson selected by a majority of the Board each year at its first meeting in each calendar year. The first such Chairperson shall be Joseph Connor, who shall serve until the election of a successor at the first meeting of the Board of Directors.

ARTICLE VIII OFFICERS

Section 1. The officers of the corporation shall be President, Vice-President, Secretary-Treasurer, and such other officers as may be provided in the By-Laws, including a President-Elect. Any two (2) officers, except those of President and Secretary, may be held by the same person.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors and the appointment thereof of their successors are:

President, Vice-President Treasurer	Joseph Connor 407 Wekiva Springs Road Longwood, FL 32779
Secretary	Harvey M. Alper 112 West Citrus Street Altamonte Springs, FL 32714

Section 3. The officers shall be elected at the first meeting of the Board of Directors and thereafter as provided in the By-Laws adopted by the membership of the corporation.

ARTICLE IX BY-LAWS

The members of this corporation may adopt By-Laws not inconsistent with

these Articles of Incorporation, for the conduct of the corporation's business and the carrying out of its purposes. In the first instance initial By-Laws may be adopted by a majority of the Board of Directors. Such By-Laws may be adopted or amended, in whole or in part, by a two thirds (2/3) vote of the members of this corporation present at any meeting of the members duly called and convened at which a quorum, consisting of fifty (50%) percent of the members of the corporation are present, provided that a 10-days advance notice thereof shall have been given in writing to each member prior to such meeting. A member may vote in person or by proxy in writing, and written proxy votes shall be counted to establish a quorum for the meeting.

ARTICLE X AMENDMENTS OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by resolution adopted by the vote of two-thirds (2/3) of the members of the corporation present at any meeting of the members, duly called and convened at which a quorum consisting of fifty percent (50%) of the members of the corporation are present, provided that thirty (30) days' advance notice of the meeting and of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting. A member may vote in person or by proxy in writing and written proxy votes such be counted to establish a quorum for its meeting.

ARTICLE XI LOCATION

The location of this corporation shall be at 407 Wekiva Springs Road,

Longwood, Seminole County, Florida 32779, or at such other places within Florida, as the Board of Directors may from time to time select and so communicate to the office of the Secretary of State of Florida.

ARTICLE XII
DISSOLUTION

In the event of dissolution of the corporation or the winding up of its affairs, all of the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and its Regulations as they now exist or as they may hereafter be amended. No member, director, officer or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals, this 10th day of April, 1998, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.


JOSEPH CONNOR

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, this day personally appeared JOSEPH CONNOR, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who did take an oath, and acknowledged to me and before me that he executed and published the same freely and voluntarily for the purposes therein expressed, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal this 10th day of April, 1998.

Marilyn R. Wittmer
Notary Public

My commission expires:



Marilyn R Wittmer
My Commission CC882408
Expires November 2, 2001

Personally known _____ or
Type of Identification Produced Driver's License

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS AND RESIDENT AGENT**


The following is submitted pursuant to the provisions of Chapter 48.091, Florida Statutes:

That SPORTS FANS UNITED, INC., desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Longwood, County of Seminole, State of Florida, has named Joseph Connor, located at 407 Wekiva Springs Road, Longwood, Florida 32779, as its agent to accept service of process within this State.

SPORTS FANS UNITED, INC.

BY: 
President

Having been named to accept service of process for the above-named corporation at the place designate in this certificate, I hereby accept such appointment and agree to act in this capacity and to comply with the provision of said act relative to keeping open said office.


JOSEPH CONNOR
Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:09