

N98000005721

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
SAINT AUGUSTINE

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007
TELEPHONE (904) 829-9066
FAX (904) 825-4862

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL
FRANK D. UPCHURCH
(1894-1986)

October 2, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida Sun Conference, Inc.
Our File No. 6-98-519

800002655038--6
-10/05/98--01030--003
*****122.50 *****78.75

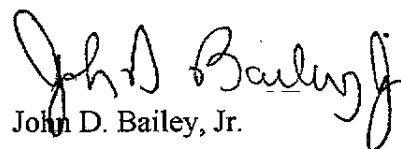
Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file and furnish me with a certified copy.

You will note that Article XII of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is a check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely yours,


John D. Bailey, Jr.

JDB,Jr/jgs
Enclosures

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 OCT -5 AM 9:42

FILED

CB
10-7-98
8

**ARTICLES OF INCORPORATION OF
FLORIDA SUN CONFERENCE, INC.
A NON-PROFIT CORPORATION**

The undersigned person(s), desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

ARTICLE I

Name

The name of the Corporation is Florida Sun Conference, Inc.

ARTICLE II

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida including without limitation providing and promoting:

(i) athletic competition for male and female students of its members, (ii) the development of athletics, and (iii) the interest of the general public and its members in athletics.

In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

FILED
98 OCT -5 AM 9:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE III

Membership

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

ARTICLE IV

Existence

The Corporation shall have perpetual existence.

ARTICLE V

Subscribers Names and Residences

The name and addresses of the subscriber to these articles of incorporation are:

Name: Mr. Daniel P. Stewart
20 Fancher Court
St. Augustine, Florida 32084

ARTICLE VI

Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

ARTICLE VII

No Financial Benefit to Members

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to its members, directors, 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 furtherances of the purposes set forth in Article II.

ARTICLE VIII

Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization to be devoted to similar purposes.

ARTICLE IX

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation . The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

ARTICLE X

Amendments to By-Laws

The Bylaws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XI

Indemnification

Every director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him

or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XII

Principal Office, Initial Registered Office and Registered Agent

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 20 Fancher Court, St. Augustine, Florida 32084 and the initial registered agent at that address is Daniel P. Stewart.

ARTICLE XIII

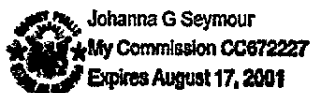
Mailing Address

The mailing address of the Corporation is Post Office Box 1027, St. Augustine, Florida
32085-1027.

Daniel P. Stewart
Subscriber

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 2nd day of October
1998, by Daniel P. Stewart, who (/) is personally known to me or (_) has produced Florida driver's
license number _____ as identification.



Johanna H. Seymour
Signature of Notary

(Name of notary, typed/printed)
Commission number: _____
Commission expires: _____

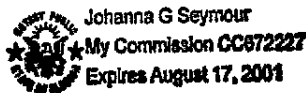
ACCEPTANCE BY REGISTERED IN AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

Daniel P. Stewart
Daniel P. Stewart, Registered Agent

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 2nd day of October 1998, by Daniel P. Stewart, who (☒) is personally known to me or () has produced Florida driver's license number _____ as identification.



Johanna G. Seymour
Signature of Notary

(Name of notary, typed/printed)

Commission number: _____

Commission expires: _____

FILED
98 OCT -5 AM 9:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA