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Attorney and Counsellor At Law

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N99000003223

May 17, 1999

Secretary of the State of Florida  
Division of Corporations  
ATTN: New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/21/99--01057--009  
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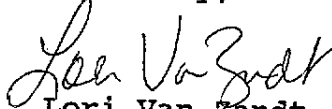
RE: CONSERVATIVE LEADERSHIP COUNCIL, INC.  
~~SATELLITE SPORTS MARKETING, INC.~~  
Articles of Incorporation

Dear Sirs:

Enclosed please find an original and two copies of the Articles of Incorporation and Registered Agent form, together with a check in the amount of \$70.00 to cover the filing fee in the above referenced matter. Please file the enclosed Articles of Incorporation and provide the undersigned with a conformed copy of same.

Thank you for your cooperation and assistance in this matter.

Sincerely,

  
Lori Van Zandt  
Legal Secretary

Enclosures

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ARTICLES OF INCORPORATION

OF

CONSERVATIVE LEADERSHIP COUNCIL, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the provisions of the Statutes of the State, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name of Corporation

The name of this corporation shall be CONSERVATIVE LEADERSHIP COUNCIL, INC.

ARTICLE II

Purpose of Corporation

(a) The Conservative Leadership Council is a non-partisan organization. The primary purpose of the Corporation shall be to sponsor special functions to provide a forum for national, state and local government leaders. These functions will include banquets, panels, and policy seminars to address the issues that affect the Citizens of Brevard County whether of a local, state, national or international nature. **The Conservative Leadership council will not endorse nor provide financial support to any candidate of any political party.** The Corporation may engage in any activity of business permitted under the laws of the United States and of this State and of Every State in the United states, its possessions or territories, including but not limited to, the transaction of any and all lawful business related to the establishment , maintenance, conduct and operation of Non-Partisan Political Forums.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

(c) To buy, sell, manufacture, repair, alter, and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said business, or commonly supplied or dealt in by persons engaged in any such business.

(d) To guarantee, to acquire by purchase, subscription, or otherwise, hold for investment or otherwise dispose of any bonds, securities, or evidences of indebtedness created by any other corporation or corporations or the State of Florida, or any other state or government, domestic or foreign; and while the owner of any of such bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid, by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

(e) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

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(f) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(g) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest.

(h) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specific event or events, secured or unsecured, from time to time, for monies borrowed, or for any of the objects or deeds or deeds of trust, or pledge or other lien on any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of the Articles contained herein.

(i) To have one or more offices, and branches, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(j) To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as its principal agent, director, trustee, or otherwise, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in Certificate of Incorporation or any amendment thereof. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of this corporation.

### **ARTICLE III**

#### **Term of Existence**

This corporation is to exist perpetually.

### **ARTICLE IV**

#### **Address**

The initial address of the principal office of this corporation in the State of

Florida is P. O. Box 361541, Melbourne, FL 32936-1541 The Board of

Directors may from time to time move the principal office to any other address

in Florida.

## **ARTICLE V**

### **Directors**

This corporation shall have three directors initially. The number of directors may be increased from time to time by the By-laws adopted by the Directors, but shall never be less than three (3). Directors shall be elected or appointed pursuant to the By-Laws of the Association.

## **ARTICLE VI**

### **Initial Directors**

The names of the members of the first Board of Directors are:

**Scott Ellis, President**  
2687 Sarno Rd.  
Melbourne, FL 32935

**Patricia Tolley - Secretary**  
4250 Pinewood Road  
Melbourne, FL 32934

**JOHN SIMMONS - Treasurer**  
405 Banyan Way  
Melbourne Beach, FL 32951

## **ARTICLE VII**

### **Subscribers**

The name and address of each subscriber to these Articles of Incorporation is/are:

**Scott Ellis, President**  
2687 Sarno Rd.  
Melbourne, FL 32935

## **ARTICLE IX**

### **Registered Agent**

The name and address of the Registered Agent for the corporation where service of process can be made is as follows:

**David W. Dyer, 325 Fifth Ave., Suite 205, Indialantic, FL 32903.**

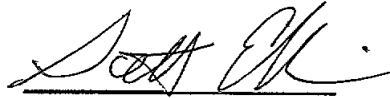
## **ARTICLE VIII**

### **Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation in Indialantic, Florida, for the use and purposes

aforesaid on this day of 1999.

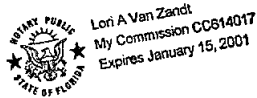
  
SCOTT ELLIS, President

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 4<sup>th</sup>  
day of May 1999, by SCOTT ELLIS, who is personally known to me and did  
take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission expires::



**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CONSERVATIVE LEADERSHIP COUNCIL, INC., is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at P. O. Box 361541, Melbourne, FL 32936-1541, has named DAVID W. DYER, at 325 Fifth Ave., Suite 205, Indianantic, FL 32903, as its Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



DAVID W. DYER, Registered Agent

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