

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

SOUTH LAKE SPORTS MANAGEMENT, INC.

Certificate of Status	0
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Secretary of State

April 3, 2002

CSC

SUBJECT: SOUTH LAKE SPORTS MANAGEMENT, INC.
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ARTICLES OF INCORPORATION

of

SOUTH LAKE SPORTS MANAGEMENT, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

The name and street address of this corporation shall be: SOUTH LAKE SPORTS MANAGEMENT, INC., 731 East Highway 50, Clermont, FL 34711.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAMEADDRESS

ROBERT PINTO

1075 W. Lakeshore Drive
Clermont, FL 34711

The name and address of the Directors are:

NAMEADDRESS

JAMES K. SIMON

6702 Lake Kirkland Drive
Clermont, FL 34711

DOROTHY RICHARDSON

1075 W. Lakeshore Drive
Clermont, FL 34711SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAMES MICHAEL RAY

1331 Lakeshore Drive
Clemmont, FL 34711

ROBERT PINTO

1075 W. Lakeshore Drive
Clemmont, FL 34711

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII

Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII

Directors

A. The business of the corporation shall be managed initially by four (4) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a

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majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 731 East Highway 50, Clermont, FL 34711. The name of the Registered Agent of this corporation is ROBERT PINTO.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 8 day of FEB, 2002.


ROBERT PINTO

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PAGE 6/ 6

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ACCEPTANCE

I hereby accept appointment as Registered Agent of SOUTH LAKE SPORTS
MANAGEMENT, INC.

Dated: 2/8, 2002


ROBERT PINTO

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