

PO4000069501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

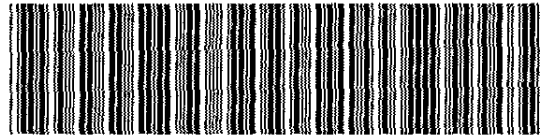
(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status 1

Special Instructions to Filing Officer:

Office Use Only



800033728468

04/29/04--01003--003 \*\*87.50

RECEIVED  
04 APR 28 PM 3:57  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

04 APR 28 PM 4:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TH 4/28/04

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Kelly Sport Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Kelly B Carr  
Name (Printed or typed)

10960 Dearden Cir.  
Address

Orlando, Florida 32817-3825  
City, State & Zip

407-325-4372  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
KELLY SPORT, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 APR 28 PM 4: 00

ARTICLE I

The name of the corporation is: KELLY SPORT, INC.

ARTICLE II

The initial registered office in the State Of Florida is located at 10960 Dearden Circle, in the City of Orlando, County of Orange. The registered agent in charge thereof is: William Gann, Jr., at 10960 Dearden Circle, Orlando, Florida 32817-3825. *The principal office of the Corporation is the same as the registered office.*

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized and incorporated under Chapter 607., Florida' Statutes.

ARTICLE IV

The Corporation shall be authorized and empowered to issue Two Hundred Fifty Thousand (250,000) shares of Capitol Stock, consisting of One (1) class only and having no par value.

---

## ARTICLE V

The name and address of the incorporator is:

Kelly B. Carr  
10960 Dearden Cir.  
Orlando, Florida  
32817

## ARTICLE VI

The Corporation shall have perpetual existence, the date and time of the corporate commencement shall be the date and time of filing of these Articles of Incorporation by the Secretary of State, Division of Corporations, Tallahassee, Florida.

## ARTICLE VII

The initial directors of the Corporation are:

Kelly B. Carr  
10960 Dearden Cir.  
Orlando, Florida  
32817

## ARTICLE VIII

The Officers of the Corporation are as follows:

PRESIDENT- KELLY B. CARR  
TREASURER- KELLY B. CARR  
SECRETARY- KELLY B. CARR

The mailing addresses of the above listed officers are the same as listed in Article VII above.

## ARTICLE IX

The directors shall have power to make and to alter or amend the bylaws; to fix the amount to be reserved as working capital; and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capitol stock issued and outstanding, the directors shall have the authority to dispose in any manner of the whole property of this Corporation.

The bylaws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspections of the Shareholders; and no shareholder shall have any right of inspecting any account or book or document of this Corporation, except as conferred by the law or the bylaws, or by resolution of the shareholders.

The shareholders and directors shall have power to hold there meetings and keep the books, documents and papers of the Corporation within or without the State of Florida, at such places as may from time to time be designed by the bylaws or by resolution of the Shareholders or Directors except as otherwise required by the laws of the State of Florida.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall except where otherwise specified in said paragraphs, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in these Articles of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

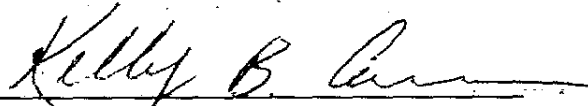
## ARTICLE X

The Directors of the Corporation shall not be liable to either the Corporation or it's Shareholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a directors duty of loyalty to the Corporation or it's Shareholders; (2) acts or omissions not in good faith or which involve intentional

misconduct or knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the Corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, the undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do make, file and record these Articles of Incorporation and do Certify that the facts herein are true and correct; and I have hereunto set my hand in seal.

4/28/04  
DATED

  
KELLY B. CARR  
Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1) The name of the corporation is; KELLY SPORT, INC.

2) The name and address of the Registered Agent and Office is: WILLIAM L. GANN, JR., 10960 Dearden Cir. Orlando, Florida 32817

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

4/28/04  
DATED

  
REGISTERED AGENT