

P09000008061

Scoreboard Publishing
9901 SW 54th Lane
Gainesville, FL 32608

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

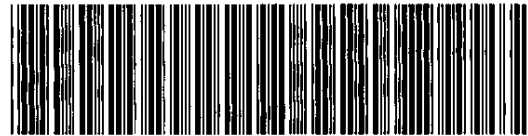
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

TB

OCT - 7 2010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 12, 2010

SCOREBOARD PUBLISHING COMPANY, INC.
9901 SW 54TH LANE
GAINESVILLE, FL 32608

SUBJECT: SCOREBOARD PUBLISHING COMPANY, INC.
Ref. Number: P09000008061

We have received your document for SCOREBOARD PUBLISHING COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 610A00019433

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

Scoreboard Publishing Company, Inc.

Article I - Name

The name of this corporation is:

Scoreboard Publishing Company, Inc.

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TALLAHASSEE, FLORIDA

Article II – Principal Business Location and Mailing Address

The initial business location and mailing address of this corporation is:

9901 SW 54th Lane
Gainesville, FL 32608

Article III - Purpose of Entity

The purpose of this corporation shall be for the publishing of books, calendars, and/or any other legal activity determined to be in the best interests of the corporate shareholder(s).

Article IV- Capital Stock

This corporation is authorized to issue three billion (3,000,000,000) shares of capital stock as follows:

(a) seven hundred million (700,000,000) shares of Class A Common Stock, each having a par value of \$.01 and one vote, with rights and privileges to be determined at a later date,

- (b) seven hundred million (700,000,000) shares of Class B Common Stock, each having a par value of \$.01 and one vote, with rights and privileges to be determined at a later date,
- (c) two hundred million (200,000,000) shares of Class C Common Stock, each with no par value and no voting or liquidation preferences, but with certain conversion privileges and other rights to be determined at a later date,
- (d) seven hundred million (700,000,000) shares of Class A Preferred Stock, each having a par value of \$.01 and one vote, plus liquidation preference and other rights and privileges to be determined at a later date.
- (e) seven hundred million (700,000,000) shares of Class B Preferred Stock, each having a par value of \$1.00 and no vote, with all rights and privileges to be determined at a later date.

The Board of Directors shall have the authority to determine all rights, privileges, limitations, and other specific terms and options of each class of stock prior to the issuance of such securities.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9901 SW 54th Lane, Gainesville, FL 32608 and the name of the initial registered agent of this corporation at that address is Ryerson Binning.

Article VI – Incorporator

The name and address of the person signing these Articles is:

Ryerson Binning
9901 SW 54th Lane,
Gainesville, FL 32608

Article VII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

Article VIII - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article IX - Effective Date of Incorporation

This corporation shall exist as of the 31st day of January 2009, and these Amended and Restated Articles of Incorporation shall be effective on the 13th day of August 2010.

The restatement of the Articles of Incorporation was adopted by the board of directors on August 9, 2010 and does not contain any amendment requiring shareholder approval.

The undersigned, having been designated in these Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

Ryerson Binning
Ryerson Binning, Registered Agent
and Incorporator

8-9-10
Date