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January 21, 2009

RICHARD J. TOBIN
P.O. BOX 493
TAUNTON, MA 02780

SUBJECT: WINONE SPORTS, INC.
Ref. Number: W09000003048

We have received your document for WINONE SPORTS, INC. and check(s) totaling \$160.00. However, your check(s) and document are being returned for the following:

We are returning your check for \$160.00 to be replaced by one in the correct amount of \$70.00.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of 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) 245-6921.

Maryanne Dickey
Document Specialist Supervisor
New Filing Section

Letter Number: 309A00002142

**ARTICLES OF INCORPORATION
OF
WINONE SPORTS, INC.**

The Article of Incorporation of WinOne Sports, Inc. are hereby stated as follows:

ARTICLE I

NAME

The name of the Corporation shall be WinOne Sports, Inc.

ARTICLE II

PURPOSE

The purpose for which WinOne Sports, Inc. is organized includes but is not limited to, owning, governing, and operating Major League Football ("MLF" or the "League"). MLF is organized to govern Major League Football teams which comprise the League and to sell team franchises ("franchises") in the United States and foreign markets. The Corporation's revenue from MLF operations includes but is not limited to: (1) the sale of team franchises to owners, (2) the sale of tickets to football games, (3) the sale of advertising and promotions to sponsors, (4) the sale of local, regional, and national broadcast rights to games, (5) vending and concession revenues, (6) team expansion fees paid through MLF, and (7) the sale of merchandise carrying MLF and its member team logos and trademarks.

ARTICLE III

MAILING ADDRESS

The mailing address of the Corporation is 1965 South Ocean Blvd., Suite 204, Pompano Beach, FL 33062. The Corporation may also have offices at such other places both within and without the State of Florida as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE IV

AUTHORIZED STOCK

The number of shares of stock that the Corporation is authorized to issue is One Hundred Ten Million (110,000,000) shares of common stock (the "Common Stock") at no-par value. The authorized Common Stock shall be divided into two (2) classes, comprised of One Hundred Million (100,000,000) shares of Class A Common Stock (the "Class A Common Stock") and Ten Million (10,000,000) shares of Class B Common Stock (the "Class B Common Stock").

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The Class A Common Stock and Class B Common Stock shall be identical in all respects EXCEPT that: (i) each share of Class A Common Stock shall be entitled to One (1) vote on each matter submitted to a vote of the shareholders of the Corporation, while each share of Class B Common Stock shall be entitled to Ten Thousand (10,000) votes on each matter submitted to a vote of the shareholders of the Corporation; (ii) shares of Class A Common Stock may be issued to holders of Class B Common Stock in a stock dividend, stock split, or otherwise duly declared by the Board of Directors, while Class B Common Stock may not be issued to holders of Class A Common Stock in any such Stock dividend, stock split or otherwise; and (iii) each share of Class B Common Stock shall at all times be directly convertible into one share of Class A Common Stock without further consideration, while shares of Class A Common Stock shall not, in any case, be convertible into shares of Class B Common Stock.

The Class A Common Stock and Class B Common Stock may be subsequently divided into and issued in one or more series of stock with voting rights, priorities and preferences for each series that the Board of Directors of the Corporation determines and sets forth in duly authorized resolutions providing for the creation and issuance of such series of stock.

ARTICLE V

DIVIDENDS

The holders of Class A and Class B Common Stock shall be entitled to receive such dividends at such times and in such amounts as the Board of Directors may deem advisable.

ARTICLE VI

LIQUIDATION

In the event of any liquidation, dissolution, or winding up (whether voluntary or involuntary) of the Corporation, after the payment or provision for payment in full for all debts and other liabilities of the Corporation, the remaining net assets of the Corporation shall be distributed among the holders of the shares at the time outstanding of Common Stock.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 300 Fifth Avenue South, Suite 101-330, Naples, FL 34102. The name of the Corporation's registered agent at that office is Agents and Corporations, Inc.

ARTICLE VIII

BOARD OF DIRECTORS/OFFICERS

The name and addresses of each of the initial Board of Directors and officers of the Corporation are as follows:

Chairman, President, & Chief Executive Officer:	Thomas J. Marino.	1965 South Ocean Blvd. Suite 204 Pompano Beach, FL 33062.
Treasurer:	Thomas D. Marino	1965 South Ocean Blvd., Suite 204 Pompano Beach, FL 33062.
Secretary:	Melissa A. Subula	3220-34 Stream Side Road Raleigh, NC 27613
Directors:		
	Thomas J. Marino	1965 South Ocean Blvd., Suite 204 Pompano Beach, FL 33062.
	Thomas D. Marino	1965 South Ocean Blvd., Suite 204 Pompano Beach, FL 33062.
	Melissa A. Subula	3220-34 Stream Side Road Raleigh, NC 27613
	Richard Smith	15 Brookside Avenue Westport, MA 02790

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is:

Richard J. Tobin 10 Court Street, Taunton, MA 02780

ARTICLE X

NUMBER OF DIRECTORS

The number of directors shall be four (4).

ARTICLE XI

LIMIT ON LIABILITY AND INDEMNIFICATION

11.1 Definitions - For purposes of this Article the following definitions shall apply:

“Corporation”: means this Corporation, including WinOne Sports, Inc. and no other predecessor entity or other legal entity;

“expenses”: include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

“liability”: means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee;

“legal entity”: means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise;

“predecessor entity”: means a legal entity the existence of which ceased upon its acquisition by the Corporation in merger or otherwise; and

“proceeding”: means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative, and whether formal or informal.

11.2 Limit on Liability: In every instance permitted by the laws of Florida, as they exist on the date hereof or may hereafter be amended, the liability of a director or officer of the Corporation to the Corporation or its shareholders arising out of a single transaction, occurrence or course of conduct shall be limited to one dollar.

11.3 Indemnification of Directors and Officers: The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation, or any other legal entity in any capacity at the request of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as subsequently provided below in this Article; provided however, that if a majority of the directors of the

Corporation has changed after the date after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Article.

11.4 Indemnification of Others: The Corporation may, to a lesser extent or to the same extent that is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to this Article, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under this Article shall be limited by the Provisions of this Section.

11.5 Miscellaneous: The rights of each person entitle to indemnification under this Article shall insure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstances is held invalid by a court of

competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

11.6 Application and Amendments: The provisions of this Article shall be applicable from and after its adoption even though some or all of the underlying conduct or events relating to a proceeding may have occurred before its adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

ARTICLE XII

CONSOLIDATION , MERGER, ACQUISITION, ETC...

In the case the Corporation shall enter into any consolidation, merger, acquisition, or other transition in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of the Common Stock shall at the same time be similarly exchanged or changed in an amount per share as determined by a majority vote of the board of directors.

ARTICLE XIII

RESERVATION OF RIGHTS TO AMEND

Pursuant to Section 607.1001 of the Florida Business Corporation Act, the Corporation reserves its right to amend and restate its Articles of Incorporation. Nevertheless, the Articles of Incorporation shall not be amended in any manner which would materially alter or change the power, preferences, or rights without a majority vote by the board of directors.

ARTICLE XIV

AFFILIATED TRANSACTIONS AND CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

Agents and Corporations, Inc.

By: *[Signature]* Vice President
Signature/Registered Agent

Richard J. Tobin
Signature/Incorporator

1/8/09
Date
1/8/09
Date

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