

# P23000010156

Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION VALOR SPORTS AND ENTERTAINMENT, INC.

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February 7, 2023

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SNYDERBURN, RISHOI &amp; SWANN

SUBJECT: VALOR SPORTS AND ENTERTAINMENT, INC.  
REF: W23000016673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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*See, Section 3.3 Principal Place  
of Business and Mailing Address*

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**ARTICLES OF INCORPORATION  
OF  
VALOR SPORTS AND ENTERTAINMENT, INC**

Pursuant to the Florida Business Corporation Act ("FBCA"), Chapter 607, Fla. Stat., and for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, the undersigned hereby certifies that:

**ARTICLE I  
NAME**

The name of the corporation is **VALOR SPORTS AND ENTERTAINMENT, INC.** (the "Corporation").

**ARTICLE II  
DURATION**

The Corporation is to have perpetual existence and succession by its corporate name and shall have all the powers herein enumerated or implied herefrom and the powers now provided, or which may hereafter be provided by law for corporations in the State of Florida.

**ARTICLE III  
RESIDENT AGENT AND REGISTERED OFFICE**

Section 3.1 Resident Agent. The name and address of the Corporation's resident agent for service of process is: **Snyderburn, Rishoi & Swann, LLP, 1920 North Orange Avenue, Suite 200, Orlando, Florida 32804.**

Section 3.2 Other Offices. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Florida as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of the directors and stockholders held outside the State of Florida shall have the same effect as if held in the State of Florida.

Section 3.3 Principal Place of Business and Mailing Address.

1920 North Orange Avenue, Suite 200  
Orlando, Florida 32804

**ARTICLE IV  
CAPITAL STOCK**

Section 4.1 Authorized Stock. The total number of shares of all classes and series of stock that the Corporation shall have authority to issue shall be One Hundred Eleven Million (111,000,000) shares of capital stock and will consist of the following classes and series:

- (i) Ten Million Shares (10,000,000) of Series A Preferred Stock having a par value equal to \$0.01 per share;

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(ii) One Million Shares (1,000,000) of Series AA Super Voting Preferred Stock having a par value equal to \$.001 per share; and

(iii) One Hundred Million Shares (100,000,000) of Common Stock having a par value equal to \$.001 per share.

Pursuant to §607.0602, Fla. Stat., and any successor statutory provisions thereof, the Board of Directors is authorized to adopt a resolution to increase, decrease, add, remove or otherwise alter the Series A Preferred Stock, the Common Stock, and additional classes or series of this Corporation's capital stock that may subsequently be authorized by a board resolution amending these Articles, in the Board of Directors' sole discretion for increases or decreases of such classes or series of authorized unissued stock, where applicable, pursuant to §607.0602(5), Fla. Stat., and any successor statutory provision thereof without the approval of the shareholders that are entitled to vote thereon. Notwithstanding the foregoing, where any issued and outstanding shares of any class or series would be materially and adversely affected by any change from the Board of Directors, shareholder approval by the holders of at least a majority of such adversely affected shares must also be obtained before filing an Amendment with the Office of the Secretary of State of Florida.

The capital stock of this Corporation shall be non-assessable and shall not be subject to assessment to pay the debts, liabilities, or obligations of any nature whatsoever of the Corporation.

Section 4.2 Authority of the Board of Directors. The Board of Directors is authorized to provide for the issuance from time to time of authorized, but unissued shares of stock of the Corporation. When the consideration for such shares has been fully paid, such shares shall be issued in full compliance by the Board of Directors as duly authorized, validly issued, fully paid and non-assessable.

Section 4.3 Series A Preferred Stock. The Board of Directors is vested with the authority to provide for the issuance of authorized, but unissued shares of Series A Preferred Stock of the Corporation in one or more classes or series, and to prescribe the voting powers, limitations, restrictions, distinguishing designations, rights and preferences, including rights and preferences upon dissolution and distribution of assets, of each such class or series, as shall be stated and expressed in a resolution or resolutions of the Board of Directors of the Corporation, the Board of Directors being hereby expressly vested with such power and authority to the fullest extent now or hereafter permitted by law.

Section 4.4 Series AA Voting Preferred Stock. The Board of Directors is authorized to provide for the issuance from time to time of authorized but unissued shares of Series AA Super Voting Preferred Stock ("Super Voting Stock.") Each share of Super Voting Stock shall have the following preferences, powers, designations, and other rights:

(i) Voting Rights. Each share of Super Voting Stock shall be entitled to one thousand (1,000) votes on all matters submitted to the stockholders of the Corporation for a vote including any written actions of stockholders in lieu of a meeting. Each holder of Super Voting Stock shall vote together with the holders of Common Stock as a single class.

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(ii) No Liquidation Preference. Upon liquidation, dissolution or winding up of the Corporation, holders of Super Voting Stock shall not benefit, receive or participate in any distributions of cash or property from the assets of the Corporation based upon their ownership of Super Voting Stock.

(iii) No Conversion. Shares of Super Voting Stock shall not be convertible into shares of Common Stock, or any other class or series of securities issued by the Corporation.

(iv) No Dividends, Distributions or Payments. Holders of Super Voting Stock shall not be entitled to receive any dividends, distributions or other payments from the Corporation based upon their ownership of Super Voting Stock.

(v) Authorization or Modification to Super Voting Stock. The affirmative vote at a meeting duly called for such purpose, or written consent without a meeting, of the holders of not less than sixty-six percent (66%) of the then issued and outstanding shares of Super Voting Stock shall be required for (a) any change to the Corporation's Articles of Incorporation that would amend, alter, change, or repeal any of the voting powers, preferences, limitations or relative rights of the Super Voting Stock, or (b) the authorization of additional shares of Super Voting Stock.

Section 4.5 Common Stock. After the requirements with respect to payment of preferential dividends on the Series A Preferred Stock, if any, shall have been met and after the Corporation shall have complied with all requirements, if any, to set aside or establish any sinking funds; or redemption or purchase accounts, if any; and further, subject to any other conditions associated with the rights and preferences of the Series A Preferred Stock, then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors. After distribution in full of the preferential amount, if any, has been distributed to the holders of Series A Preferred Stock in the event of a voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, the holders of Common Stock shall, subject to the rights, if any, of the holders of Series A Preferred Stock, participate therein and shall be entitled to receive all the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively. Except as may otherwise be required by law or by the provisions of such resolution or resolutions as may be adopted by the Board of Directors, each holder of Common Stock shall have one vote for each share of Common Stock held on all matters voted upon by the stockholders.

Section 4.6 Preemptive Rights. No holders of shares of any class or series of stock of the Corporation shall be entitled to preemptive rights to subscribe to any unissued stock or any other securities of the Corporation.

## ARTICLE V INCORPORATOR

The name and the mailing address of the incorporator are as follows:

NAME  
Vanessa L. Braelley

MAILING ADDRESS  
1920 North Orange Avenue, Suite 200  
Orlando, Florida 32804 (((H23000046017 3)))

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## ARTICLE VI DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a "Board" and the members governing the Board shall be known and styled as "Directors," which initially shall not be less than one (1.) Provided that the Corporation has at least one director, the number of directors may at any time or times be increased or decreased as provided in the By-laws of the Corporation as in effect from time to time (the "By-laws"), and without the necessity of amending these Articles of Incorporation. The directors of the Corporation need not be elected by written ballot unless the By-laws so provide. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. Except as otherwise provided through an amendment to these Articles of Incorporation, any director or the whole Board of Directors may be removed from office only for cause and only by the affirmative vote of the holders of at least Sixty-Six and Two-Thirds (66 2/3%) percent of the total outstanding shares of Common Stock and Series AA Super Voting Preferred Stock of the Corporation entitled to vote thereon.

## ARTICLE VII PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida law.

## ARTICLE VIII BY-LAWS

In furtherance and not in limitation of the powers conferred upon the Board of Directors of the Corporation by the FBCA, the Board of Directors shall have the power to alter, amend, change, add to and repeal, from time to time, the By-laws of the Corporation, as in the judgment of the Board of Directors is necessary or advisable for the management and transaction of the business of the Corporation, provided that, such By-laws are not in conflict with these Articles of Incorporation or the laws of the State of Florida.

## ARTICLE IX POWERS

The Corporation has been formed pursuant to Chapter 607, Fla. Stat. The powers of the Corporation shall be those powers granted under the FBCA, including §607.0302 and 607.0303 thereof. In addition, the Corporation shall have the following specific powers:

(i) to elect or appoint officers and agents of the Corporation and to fix their compensation;

(ii) to act as an agent for any individual, association, partnership, corporation or other legal entity;

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(iii) to receive, acquire, hold, exercise rights arising out of the ownership or possession of, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, governments or other legal entities;

(iv) to receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation in accordance with Chapter 607 of the Florida Statutes; and

(v) to make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### **ARTICLE X DIRECTORS AND OFFICERS' LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or to the stockholders for damages resulting from the breach or failure to perform any duty as a director, except as provided for misconduct set forth in §607.0834, Fla. Stat., as amended. An officer shall not be personally liable to the Corporation or to the stockholders for damages resulting from the breach of or failure to perform any duty unless the officer's conduct did not conform to the standards set forth in §607.0841, Fla. Stat., as amended. If the FBCA is subsequently amended to authorize corporate action further limiting the personal liability of directors or officers, then the Corporation is authorized to take such actions as the Board of Directors may deem necessary or advisable to further limit the personal liability of directors or officers to the fullest extent permitted by the FBCA, as so amended. Any repeal or modification of the foregoing by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE XI INDEMNITY**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is a legal representative, is or was a director, officer, employee, agent or representative (the "Indemnified Parties") of the Corporation, or is or was serving at the request of the Corporation as an Indemnified Party of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the State of Florida from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement), reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contractual right which may be enforced in any manner desired by such Indemnified Party. The expenses of any Indemnified Party incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Indemnified Party to repay the amount if it is ultimately determined by a court of competent jurisdiction that the Indemnified Party is not entitled to be indemnified by the Corporation. Such right shall not be exclusive of any other right which the Indemnified Party may have or hereafter acquire, and, without limiting the generality of such statement, the Indemnified Party shall be entitled to their respective rights of indemnification under the By-laws, agreements, votes of stockholder, provisions of law or otherwise, as well as the Indemnified Parties' rights under this Article XI.

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Without limiting the application of the foregoing, the Board of Directors may adopt By-laws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Florida, and may cause the Corporation to purchase and maintain insurance on behalf of any current or former Indemnified Party of the Corporation, or who is or was serving at the request of the Corporation for other corporation, or as a representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such Indemnified Party and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such Indemnified Party.

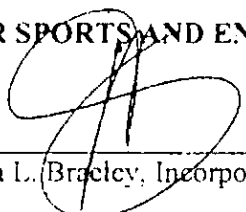
The indemnification provided under this Article XI shall continue as to any Indemnified Party who has ceased to be a director, officer, employee, agent, or representative and shall inure to the benefit of the heirs, executors and administrators of such Indemnified Party.

#### ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION

In the event the Board of Directors of the Corporation determines that it is in the best interest of the Corporation to amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and declaring its advisability and submit the matter to the stockholders entitled to vote thereon for the consideration thereof in accordance with the provisions of the FBCA and these Articles of Incorporation. In the resolution setting forth the proposed amendment, the Board of Directors may insert a provision allowing the Board of Directors to later abandon the amendment, without concurrence by the stockholders, after the amendment has received stockholder approval but before the amendment is filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 2<sup>nd</sup> day of February, 2023.

VALOR SPORTS AND ENTERTAINMENT, INC.

By:   
Vanessa L. Bracey, Incorporator

SNYDERBURN, RISHOI & SWANN, LLP

By:   
Vanessa L. Bracey, Registered Agent

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