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TRANSMITTAL LETTER

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

SUBJECT: Tom's Sports and Collectibles, Inc.

FROM:

James W. Mallonee, Esq.
JAMES W MALLONEE PA
946 Tamiami Trail, #206
Port Charlotte, FL 33953-3108
E-mail address (to be used for future annual report notification):
jmallonee@jameswmallonee.com.

For further information concerning this matter, please call James W. Mallonee at (941) 206-2223.

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

\$78.75 for Filing Fee

**ARTICLES OF INCORPORATION
OF
TOM'S SPORTS AND COLLECTIBLES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Tom's Sports and Collectibles, Inc.

ARTICLE II

The existence of the Corporation shall begin on the date these Articles of Incorporation are accepted by the Florida Department of State, as evidenced by the department's endorsement of the date and time of filing.

ARTICLE III

The street address of the principal office of the Corporation is: 1855 Scarlett Ave., North Port, FL 34289.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 946 Tamiami Trail, #206, Port Charlotte, FL 33953. The initial registered agent for the Corporation at that address is: James W. Mallonee.

ARTICLE VI

The names and street addresses of the persons signing these articles of incorporation are:

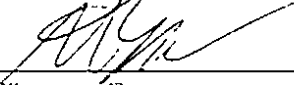
Names	Addresses
Catherine E. Anderson Farese	1855 Scarlett Avenue North Port, FL 34289

FILED
2023 DEC 13 11:54:48
CLERK OF CIRCUIT COURT
PORT CHARLOTTE, FLORIDA

Thomas Farese

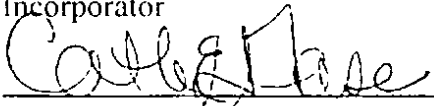
1855 Scarlett Avenue
North Port, FL 34287

The undersigned incorporators have signed these articles of incorporation.



Thomas Farese
Incorporator

7-6-2023
Date

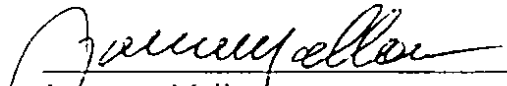


Catherine E. Anderson Farese
Incorporator

7/6/2023
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Catherine E. Anderson at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



James W. Mallonee
Registered Agent

7/6/2023
Date


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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: Tom's Sports and Collectibles, Inc.
2. The name and address of the registered agent and office is:

James W. Mallonee, Esq.
JAMES W. MALLONEE, P.A.
946 Tamiami Trail, #206
Port Charlotte, Florida 33953

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



James W. Mallonee

BYLAWS
OF
TOM'S SPORTS AND COLLECTIBLES, INC.
A Florida Corporation

ARTICLE 1 – SHAREHOLDERS

1.1 Annual Meeting. A meeting of shareholders shall be held each year for the election of directors and for the transaction of any other business that may come before the meeting. The time and place of the meeting shall be designated by the board of directors.

1.2 Special Meeting. Special meetings of the shareholders, for any purpose or purposes, shall be held when directed by the President, or at the request of the shareholders holding not less than one tenth of all outstanding shares of the corporation entitled to vote at the meeting. No written demand for a special meeting shall be effective unless, within 60 days of the date of the earliest dated demand delivered to the corporation, written demands signed by the number of holders required to take make a demand are delivered to the corporation.

1.3 Place of Meeting. The board of directors may designate any place, either within or without the state of Florida, as the place of meeting for any annual or special meeting of the shareholders. The board of directors may determine that the meeting shall be held solely by means of remote communication. If no designation is made, the place of meeting shall be the principal office of the corporation in the state of Florida.

1.4 Action Without a Meeting. Action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding shares of each voting group entitled to vote on it having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote were present and voted. To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders

having the requisite number of votes of each voting group entitled to vote, and delivered to the corporation at its principal office in Florida or its principal place of business, or to the corporate secretary or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take corporate action unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by shareholders owning a sufficient number of shares required to authorize or take action have been delivered to the corporation.

Any written consent may be revoked before the date that the corporation receives the required number of consents to authorize the proposed action. No revocation is effective unless in writing and until received by the corporation at its principal office or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded.

Within 10 days after either written consents sufficient to authorize or take the action have been delivered to the corporation or such later date that tabulation of consents is completed, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action and, if the action is one for which appraisal rights are provided under the articles of incorporation or by law, the notice shall contain a clear statement of the right of shareholders entitled to assert appraisal rights under the articles of incorporation with respect to the action to be paid the fair value of their shares upon compliance by the shareholder with applicable law.

A consent signed as required by this section has the effect of a meeting vote and may be described as such in any document. Unless the articles of incorporation, bylaws, or a resolution of the board of directors provides for a reasonable delay to permit tabulation of written consents, the action taken by written consent shall be effective when written consents signed by shareholders owning a sufficient number of shares required to authorize or take the action have been delivered to the corporation.

Whenever action is taken as provided in this section, the written consent of the shareholders consenting or the written reports of inspectors appointed to count such consents shall be filed with the minutes of proceedings of shareholders.

The notice requirements in this subsection do not delay the effectiveness of actions taken by written consent, and a failure to comply with such notice requirement does not invalidate actions taken by written consent. This subsection shall not be deemed to limit judicial power to fashion any appropriate remedy in favor of a shareholder adversely affected by a failure to give such notice within the required time period.

1.5 Notice of Meeting. Written notice stating the date, time, and place of each annual meeting; the record date for determining the shareholders entitled to vote at the meeting if that record date is different than the record date for determining shareholders entitled to notice of the meeting; the means of remote communication to be used if the board of directors authorized participation by means of remote communication pursuant to Florida Statutes section 607.0709; and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each shareholder of record entitled to vote at the meeting as of the record date for determining the shareholders entitled to notice of the meeting. Notice shall be given either personally, by mail, or by electronic transmission, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting. If the notice is mailed at least 30 days before the date of the meeting, it may be done by a class of United States mail other than first-class. If mailed, such notice shall be deemed effective when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears in the record of shareholders of the Corporation, with postage thereon prepaid. If transmitted electronically, such notice shall be deemed effective when electronically transmitted to the shareholder in a manner authorized by the shareholder.

When an annual or special meeting is adjourned to another date, time, or place, or to add or modify the terms of participation by remote communication, it shall not be necessary to give any notice of the adjourned meeting if the date, time, place or terms of participation by remote

communications are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If however, after the adjournment, the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each shareholder of record on the new record date entitled to vote at such meeting.

Any notice required to be given to any shareholder, under any provision of the Florida Business Corporations Act, the Articles of Incorporation, or these Bylaws, need not be given to the shareholder if (1) notice of two consecutive annual meetings and all notices of meetings or the taking of action by written consent without a meeting to such person during the period between those two consecutive annual meetings, or (2) all, and at least two payments of dividends or interest on securities during a 12 month period have been mailed by first-class United States mail to that person, addressed to the shareholder at the shareholder's address as it appears in the record of shareholders of the Corporation, and have been returned undeliverable. Any action or meeting taken or held without notice to such a person shall have the same force and effect as if the notice had been duly given. If any such person delivers to the Corporation a written notice setting forth the shareholder's then current address, the requirement that a notice be given to such person with respect to future notices shall be reinstated.

Notice by Electronic Transmission: On consent of a shareholder, notice from the Corporation under any provision of the Florida Business Corporations Act, the Articles of Incorporation, or these Bylaws may be delivered to the shareholder by electronic transmission. The shareholder may specify the form of electronic transmission to be used to communicate notice. The shareholder may revoke this consent by written or electronic notice to the person to whom the consent was delivered. The shareholder's consent is deemed to be revoked if the Corporation is unable to deliver two consecutive electronic transmissions, and the secretary, assistant secretary, or transfer agent of the Corporation, or another person responsible for the giving of notice or other communications on behalf of the Corporation knows that delivery of these two electronic transmissions was unsuccessful. The inadvertent failure to treat the unsuccessful transmissions as a revocation of shareholder consent does not invalidate a meeting

or other action.

1.6 Waiver of Notice of Meeting. Whenever any notice is required to be given to any shareholder, a waiver in writing signed by the person or persons entitled to such notice, whether signed before, during, or after the time of the meeting and delivered to the corporation for filing by the corporation with the minutes or corporate records, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of (a) lack of or defective notice of the meeting, unless the person objects at the beginning of the meeting to the holding of the meeting or the transacting of any business at the meeting, or (b) objection to consideration of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering the matter when it is presented.

1.7 Fixing of Record Date. The corporation may fix or provide the record date or dates for one or more voting groups to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. In no event may a record date fixed by the board of directors be a date preceding the date upon which the resolution fixing the record date is adopted.

If not otherwise fixed under F.S. 607.0703 or otherwise provided by or pursuant to the bylaws, the record date for determining shareholders entitled to demand a special meeting is the earliest date on which a signed shareholder demand is delivered to the corporation. A written demand for a special meeting is not effective unless, within 60 days of the earliest date on which such a demand delivered to the corporation as required by F.S. 607.0702 was signed, written demands signed by shareholders holding at least the percentage of votes specified in or fixed in accordance with F.S. 607.0702(1)(b) have been delivered to the corporation.

The corporation may fix or provide the manner of fixing the record date for determining shareholders entitled to take action by the written consent of shareholders. If not otherwise provided by or pursuant to the bylaws, the board of directors of the corporation may set a record date for determining shareholders entitled to take action by the written consent of shareholders.

In no event may a record date fixed by the board of directors be a date preceding the date upon which the resolution fixing the record date is adopted. If no prior action is required by the board, the record date for determining shareholders entitled to take such action shall be the date the first signed written consent is delivered to the corporation under Section 1.4 of these bylaws.

If not otherwise provided by or pursuant to these bylaws, the record date for determining shareholders entitled to notice of and to vote at an annual or special shareholders' meeting is the close of business on the day before the first notice is delivered to shareholders.

A record date or dates may not be set more than 70 days before the date of the meeting or action requiring a determination of shareholders.

A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the board fixes a new record date or dates, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

The record date for a shareholders' meeting fixed by or in the manner provided in the bylaws or by the board of directors shall be the record date for determining shareholders entitled both to notice of and to vote at the shareholders' meeting, unless in the case of a record date fixed by the board of directors and to the extent not prohibited by the bylaws, the board of directors, at the time it fixes the record date for shareholders entitled to notice of the meeting, fixes a later record date on or before the date of the meeting to determine the shareholders entitled to vote at the meeting.

Shares of the corporation's own stock acquired by the corporation between the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders and the time of the meeting may be voted at the meeting by the holder of record as of the record date and shall be counted in determining the total number of outstanding shares entitled to be voted at the meeting.

1.8 Shareholders' List. After fixing a record date for a meeting of shareholders, the corporation shall prepare an alphabetical list of the names of all its shareholders entitled to notice of a shareholders' meeting. If the board of directors fixes a different record date under F.S. 607.0707(8) to determine the shareholders entitled to vote at the meeting, the corporation must also prepare an alphabetical list of the names of all its shareholders who are entitled to vote at the meeting. Each list must be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder. The electronic mail address or electronic contact information of a shareholder does not have to be included on the list. The shareholders' list for notice must be available for inspection by any shareholder for a period of 10 days prior to the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the corporation's transfer agent or registrar. Any separate shareholders' list for voting, if different, must be similarly available for inspection promptly after the record date for voting. A shareholder or the shareholder's agent or attorney is entitled on written demand to inspect and, subject to the requirements of F.S. 607.1602(3), copy a list during regular business hours and at his, her, or its expense, during the period it is available for inspection.

The corporation shall make the list of shareholders entitled to vote available at the meeting of shareholders, and any shareholder or the shareholder's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

1.9 Voting Per Share. Except as otherwise provided in the articles of incorporation or by F.S. 607.0721, each shareholder is entitled to one vote for each outstanding share held by the shareholder on each matter voted at a shareholders' meeting.

1.10 Voting of Shares. Shares standing in the name of another corporation, domestic or foreign, may be voted by the officer, agent, or proxy designated by the bylaws of the corporate shareholder or, in the absence of any applicable bylaw, by a person or persons designated by the board of directors of the corporate shareholder. In the absence of any designation or, in case of conflicting designation by the corporate shareholder, the chair of the board, the president, any

vice president, the secretary, and the treasurer of the corporate shareholder, in that order, shall be presumed to be fully authorized to vote the shares.

Shares held by an administrator, executor, guardian, personal representative, or conservator may be voted by him or her, either in person or by proxy, without a transfer of the shares into his or her name. Shares standing in the name of a trustee may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by him or her without a transfer of such shares into his or her name or the name of his or her nominee.

Shares held by, or under the control of, a receiver, a trustee in bankruptcy proceedings, or an assignee for the benefit of creditors may be voted by such person without the transfer into his or her name.

If shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entireties, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary of the corporation is given notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, then acts with respect to voting shall have the following effect: (a) if only one of the persons votes, in person or by proxy, that act binds all; (b) if more than one votes, in person or by proxy, the act of the majority so voting binds all; (c) if more than one votes, in person or by proxy, but the vote is evenly split on any particular matter, each faction is entitled to vote the share or shares in question proportionally; or (d) if the instrument or order so filed shows that any such tenancy is held in unequal interest, a majority or a vote evenly split for purposes hereof shall be a majority or a vote evenly split in interest. The principles of this paragraph shall apply, as far as possible, to execution of proxies, waivers, consents, or objections, and for the purpose of ascertaining the presence of a quorum.

Shares of the corporation's own stock acquired by the corporation between the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders and the time of the meeting may be voted at the meeting by the holder of record as of the record date

and shall be counted in determining the total number of outstanding shares entitled to be voted at the meeting.

Shares held by the corporation in a fiduciary capacity for the benefit of any person are entitled to vote unless they are held for the benefit of, or otherwise belong to, the corporation directly, or indirectly through an entity of which a majority of the voting power is held directly or indirectly by the corporation or which is otherwise controlled by the corporation. For purposes of determining voting entitlement, "voting power" means the current power to vote in the election of directors of a corporation or to elect, select, or appoint those persons who will govern another entity.

1.11 Proxies. Any shareholder of the corporation, other person entitled to vote on behalf of a shareholder under F.S. 607.0721, or attorney-in-fact for the person, may vote the shareholder's shares in person or by proxy. Any shareholder may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by electronic transmission. An appointment form may be signed by any reasonable means including, but not limited to, facsimile or electronic signature. Any electronic transmission of the appointment form that appears to have been transmitted by the person appointed, or is obtained under procedures to reasonably ensure that the person appointed transmitted the electronic message, is a sufficient appointment. Any electronic transmission must set forth or be submitted with information from which it can be determined that the electronic transmission is authorized by the shareholder, other person entitled to vote on behalf of a shareholder, or attorney-in-fact for the shareholder.

An appointment of a proxy is effective when received by the inspector of election or by the secretary of the corporation or such other officer or agent authorized to count votes, and shall be valid for 11 months, unless the appointment is irrevocable as provided in this section.

The death or incapacity of the shareholder appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to count votes before the proxy exercises its

authority under the appointment.

An appointment of a proxy is revocable by the shareholder unless the appointment form or electronic transmission conspicuously states that it is irrevocable and the appointment is coupled with an interest.

1.12 Quorum. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Except as otherwise provided in the articles of incorporation or by law, a majority of the shares entitled to vote on the matter by each voting group, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be fixed for that adjourned meeting.

1.13 Effect of Action. If a quorum is present, action on a matter (other than the election of directors) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by the articles of incorporation or by law.

1.14 Voting for Directors. Directors will be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

1.15 Inspectors of Election. Before each shareholders' meeting, the board of directors or president shall appoint one or more inspectors of election. On appointment, each inspector shall take and sign an oath to faithfully execute the duties of inspector at the meeting with strict impartiality and to the best of his or her ability. An inspector may be an officer or employee of the corporation. The inspectors may appoint or retain other persons to assist in the performance of the duties of inspector and may rely on information provided by such persons, unless the inspectors believe reliance is unwarranted. Inspectors shall ascertain the number of shares

outstanding and the voting power of each, the number of shares outstanding, the number of shares present at the meeting, the validity of proxy appointments and ballots and whether a quorum is present. The inspectors shall receive votes and ballots and determine all challenges and questions as to the right to vote. The inspectors shall count all votes and ballots and determine the result. Inspectors shall perform other duties as are proper to conduct elections of directors and votes on other matters with fairness to all shareholders. Inspectors shall make a written report of the results. No inspector shall be a candidate for election as a director of the corporation.

1.16 Participation by Remote Communication. Subject to such guidelines and procedures as the Board of Directors may adopt, shareholders, other persons entitled to vote on behalf of shareholders, attorneys in fact for shareholders, and proxyholders not physically present at an annual or special meeting of shareholders may, by means of remote communication (a) participate in an annual or special meeting of shareholders, and (b) be deemed present in person and vote at an annual or special meeting of shareholders, whether such meeting is to be held at a designated place or solely by means of remote communication; provided, that the corporation shall (i) implement reasonable measures to verify that each person deemed present and permitted to vote at the annual special meeting by means of remote communication is a shareholder, is another person entitled to vote on behalf of a shareholder, is an attorney in fact for a shareholder, or is a proxyholder; (ii) implement reasonable measures to provide such shareholders, other persons entitled to vote on behalf of shareholders, attorneys in fact for shareholders, or proxyholders a reasonable opportunity to participate in the annual or special meeting and to vote on matters submitted to the shareholders, including, without limitation, an opportunity to communicate and to read or hear the proceedings of the annual or special meeting substantially concurrently with such proceedings; and (iii) maintain a record of such vote or other action if any shareholder, other persons entitled to vote on behalf of shareholders, attorneys in fact for shareholders, or proxyholder votes or takes other action at the annual or special meeting by means of remote communication.

ARTICLE 2 – BOARD OF DIRECTORS

2.1 General Powers. Except as provided in the articles of incorporation and bylaws, all corporate powers shall be exercised by or under the authority of the board of directors of the corporation, and the business and affairs of the corporation shall be managed by or under the direction of, and subject to the oversight of, its board of directors.

2.2 Number, Terms, Classification, and Qualification. The board of directors of the corporation shall consist of two persons. The number of directors may at any time and from time to time be increased or decreased by action of either the shareholders or the board of directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. A director must be a natural person of at least 18 years of age, but need not be a resident of Florida or a shareholder of the corporation. Each director shall hold office until a successor has been elected and qualified or until an earlier resignation, removal from office, or death.

2.3 Duties of Directors. Each member of the board of directors, when discharging the duties of a director, including in discharging his or her duties as a member of a board committee, must act in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner he or she reasonably believes to be in the best interests of the corporation.

The members of the board of directors or a board committee, when becoming informed in connection with a decision-making function or devoting attention to an oversight function, shall discharge their duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

In discharging board or board committee duties, a director who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in this section to whom the board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the board's functions that are

delegable under applicable law.

In discharging board or board committee duties, a director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in this section.

A director is entitled to rely on:

One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided; or

Legal counsel, public accountants, or other persons retained by the corporation or by a committee of the board of the corporation as to matters involving skills or expertise the director reasonably believes are matters:

1. Within the particular person's professional or expert competence; or
2. As to which the particular person merits confidence; or

A committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

In discharging board or board committee duties, a director may consider such factors as long-term prospects and interests of the corporation and its shareholders, and the social, economic, legal or other effects of corporate action on the corporation's employees, suppliers, customers, and subsidiaries, the communities in which the corporation and its subsidiaries operate, and the economy of the state and nation.

2.4 Regular Meetings. An annual regular meeting of the board of directors shall be held without notice immediately after, and at the same place as, the annual meeting of the shareholders or at such other time and place as may be determined by the board of directors. The

board may, at any time and from time to time, provide by resolution the time and place, either within or without the state of Florida, to hold additional regular meetings of the board. The notice must be given to directors not present at the time the resolution is passed by delivery of minutes of the meeting or otherwise.

2.5 Special Meetings. Special meetings of the board of directors may be called by the chair of the board, the president, or any two directors.

The person or persons authorized to call special meetings of the board may designate any place, either within or without the state of Florida, as the place to hold a special meeting of the board. If no designation is made, the place of the meeting shall be the principal office of the corporation in Florida.

Notice of a special meeting of the board may be given by any reasonable means, oral or written, and at any reasonable time before the meeting. The reasonableness of notice given in connection with a special meeting of the board shall be determined in light of all pertinent circumstances. It shall be presumed that notice of a special meeting given at least two days before the meeting either orally (by telephone or in person), or by written notice delivered personally or mailed to each director at his or her business or residence address, is reasonable. If mailed, the notice of a special meeting shall be deemed to be delivered on the fifth day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose or purposes of, any special meeting need be specified in the notice or in any written waiver of notice of the meeting.

2.6 Waiver of Notice of Meeting. Notice of a meeting of the board of directors need not be given to any director who signs a written waiver of notice before, during, or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly on arrival at the meeting, any objection to the transaction of business

because the meeting is not lawfully called or convened.

2.7 Quorum. A majority of the number of directors in office shall constitute a quorum for any meeting of the board. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board, unless applicable law, the articles, or these bylaws require the vote of a greater number of directors. A majority of the directors present at a meeting, whether or not a quorum exists, may adjourn the meeting to another time or place.

2.8 Effect of Action. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the board.

2.9 Presumption of Assent. A director of the corporation who is present at a meeting of either the board or a board committee shall be presumed to have assented to any action taken, unless he or she objects at the beginning of the meeting, or promptly on arrival, to holding the meeting, or transacting specific business at the meeting, or he or she votes against or abstains from the action taken.

2.10 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board or board committee may be taken without a meeting if a consent in writing, stating the action so taken, is signed by all the directors and delivered to the corporation. Action taken under this section is effective when the last director signs the consent and delivers the consent to the corporation, unless the consent specifies a different effective date. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document. A director's consent may be withdrawn by a revocation signed by the director and delivered to the corporation prior to delivery to the corporation of unrevoked written consents signed by all the directors.

2.11 Meetings by Means of Conference Telephone Call or Similar Electronic Equipment. Members of the board may participate in a meeting of the board by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person

at a meeting.

2.12 Resignation. Any director may resign at any time by giving written notice of resignation to the corporation, the board, or its chair, or to the secretary of the corporation. The resignation of any director shall take effect when the notice of resignation is delivered unless the notice of resignation specifies a later effective date or an effective date that is determined upon the subsequent happening of an event or events. Upon receiving notice of the resignation, the board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

2.13 Removal. Any director, or the entire board, may be removed at any time, with or without cause, by action of the shareholders. If a director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that director. A director may be removed by the shareholders only at a meeting of shareholders called for the purpose of removing the director and the meeting notice must state that is the purpose, or one of the purposes, of the meeting.

2.14 Vacancies. Any vacancy in the board, including any vacancy created by an increase in the number of directors, may be filled by the shareholders, or the board of directors or, if the directors remaining in office are less than a quorum, the vacancy may be filled by the affirmative vote of a majority of all the directors then remaining in office.

If the vacant office was held by a director elected by a voting group of shareholders, only the holders of shares of that voting group are entitled to vote to fill the vacancy if it is filled by the shareholders, and only the remaining directors elected by that voting group, even if less than a quorum, are entitled to fill the vacancy if it is filled by the directors.

2.15 Compensation. Each director may be paid the expenses, if any, of attendance at each meeting of the board, and may be paid a stated salary as a director or a fixed sum for attendance at each meeting of the board, or both, as may from time to time be determined by action of the board. These kinds of payments do not preclude a director from serving the

corporation in any other capacity and receiving compensation for those services.

2.16 Director Conflicts of Interest. A director's conflict of interest transaction is a transaction between a corporation and one or more of its directors, or another entity in which one or more of the corporation's directors is directly or indirectly a party to the transaction, other than being an indirect party as a result of being a shareholder of the corporation, and has a direct or indirect material financial interest or other material interest.

A director's conflict of interest transaction is fair to the corporation if the transaction, as a whole, is beneficial to the corporation and its shareholders, taking into appropriate account whether it is fair in terms of the director's dealings with the corporation in connection with that transaction; and comparable to what might have been obtainable in an arm's length transaction.

A director is indirectly a party to a transaction if that director has a material financial interest in or is a director, officer, member, manager, or partner of a person, other than the corporation, who is a party to the transaction.

A director has an indirect material financial interest if a family member, including a spouse, child, stepchild, parent, stepparent, grandparent, sibling, step sibling or half sibling of either the director or the director's spouse, has a material financial interest in the transaction, other than having an indirect interest as a shareholder of the corporation, or if the transaction is with an entity, other than the corporation, which has a material financial interest in the transaction and controls, or is controlled by, the director or another person specified in this subsection.

A director has a material financial interest or other material interest" when a financial or other interest in the transaction that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action on the authorization of the transaction.

If a director's conflict of interest transaction is fair to the corporation at the time it is authorized, approved, effectuated, or ratified:

Such transaction is not void or voidable; and

The fact that the transaction is a director's conflict of interest transaction is not grounds for any equitable relief, an award of damages, or other sanctions, because of that relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such transaction, or because his or her or their votes are counted for such purpose.

In a proceeding challenging the validity of a director's conflict of interest transaction or in a proceeding seeking equitable relief, award of damages, or other sanctions with respect to a director's conflict of interest transaction, the person challenging the validity or seeking equitable relief, award of damages, or other sanctions has the burden of proving the lack of fairness of the transaction if:

1. The material facts of the transaction and the director's interest in the transaction were disclosed or known to the board of directors or committee that authorizes, approves, or ratifies the transaction and the transaction was authorized, approved, or ratified by a vote of a majority of the qualified directors even if the qualified directors constitute less than a quorum of the board or the committee; however, the transaction cannot be authorized, approved, or ratified under this subsection solely by a single director; or
2. The material facts of the transaction and the director's interest in the transaction were disclosed or known to the shareholders who voted upon such transaction and the transaction was authorized, approved, or ratified by a majority of the votes cast by disinterested shareholders or by the written consent of disinterested shareholders representing a majority of the votes that could be cast by all disinterested shareholders. Shares owned by or voted under the control of a director who has a relationship or interest in the director's conflict of interest transaction may not be considered shares owned by a disinterested shareholder

and may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a director's conflict of interest transaction under this section. The vote of those shares, however, is counted in determining whether the transaction is approved. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

If neither of these conditions has been satisfied, the person defending or asserting the validity of a director's conflict of interest transaction has the burden of proving its fairness in a proceeding challenging the validity of the transaction.

The presence of or a vote cast by a director with an interest in the transaction does not affect the validity of the transaction if the transaction is otherwise authorized, approved, or ratified, but the presence or vote of the director may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.

A party challenging the validity of the transaction is not precluded from asserting and proving that a particular director or shareholder was not disinterested on grounds of financial or other interest for purposes of the vote on, consent to, or approval of the transaction.

If directors' action under this section does not otherwise satisfy a quorum or voting requirement applicable to the authorization of the transaction by directors as required by the articles of incorporation, the bylaws, or any other law, an action to satisfy those authorization requirements, whether as part of the same action or by way of another action, must be taken by the board of directors or a committee in order to authorize the transaction. In such action, the vote or consent of directors who are not disinterested may be counted.

If shareholders' action under this section does not satisfy a quorum or voting requirement applicable to the authorization of the transaction by shareholders as required by the articles of incorporation, the bylaws, or any other law, an action to satisfy those authorization requirements, whether as part of the same action or by way of another action, must be taken by the

shareholders in order to authorize the transaction. In such action, the vote or consent of shareholders who are not disinterested shareholders may be counted.

2.17 Access to Records. A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

ARTICLE 3 – COMMITTEES OF THE BOARD OF DIRECTORS

The board of directors may establish an executive committee and on or more other board committees to perform functions of the board of directors. Such committees shall be composed exclusively of one or more directors.

The establishment of a board committee, the appointment of members to such committee, the dissolution of a previously created board committee, and the removal of members from a previously created board committee must be approved by a majority of all the directors in office when the action is taken.

The requirements in these bylaws which govern meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to board committees and their members as well.

A board committee may exercise the powers of the board of directors, except that that a board committee may not (a) authorize or approve the reacquisition of shares unless pursuant to a formula or method, or within limits, prescribed by the board of directors; (b) approved, recommend to shareholders, or propose to shareholders action that the bylaws require be approved by shareholders; (c) fill vacancies on the board of directors or on any board committee; (d) adopt, amend, or repeal bylaws.

The establishment of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in these bylaws.

The board of directors may appoint one or more directors as alternate members of any board committee to fill a vacancy on the committee or to replace any absent or disqualified member of such committee during the member's absence or disqualification. If the articles of incorporation, the bylaws, or the resolution creating the board committee so provide, the member or members present at any board committee meeting and not disqualified from voting, by unanimous action, may appoint another director to act in place of an absent or disqualified member during that member's absence or disqualification.

ARTICLE 4- OFFICERS

4.1 Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and any other officers and assistant officers as may be deemed necessary, and as shall be approved, by the board of directors. Any two or more offices may be held by the same person.

4.2 Appointment and Term of Office. The officers of the corporation shall be appointed annually by the board at the first meeting it holds after the shareholders' annual meeting. If the appointment of officers does not occur at this meeting, the appointment shall occur as soon thereafter as practicable. Each officer shall hold office until a successor has been duly appointed and qualified, or until an earlier resignation, removal from office, or death.

4.3 Duties of Officers. An officer, when performing in such capacity, shall act in good faith, and in a manner the officer reasonably believes to be in the best interests of the corporation.

An officer, when becoming informed in connection with a decision-making function,

shall discharge his or her duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

The duty of an officer includes the obligation to inform the superior officer to whom, or the board of directors or the committee to which, the officer reports of information about the affairs of the corporation known to the officer, within the scope of the officer's functions, and know or as should be known to the officer to be material to such superior officer, board, or committee and the duty to inform his or her superior officer, or another appropriate person within the corporation, or the board of directors, or a committee thereof, of any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee, or agent of the corporation the officer believes has occurred or is likely to occur.

In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in this section to whom responsibilities were properly delegated, formally or informally, by course of conduct.

In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, prepared or presented by any of the persons specified in this section.

An officer is entitled to rely on:

One or more other officers of the corporation or one or more or employees of the corporation whom the officer reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided; or

Legal counsel, public accountants, or other persons retained by the corporation as

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to matters involving skills or expertise the officer reasonably believes are matters within the particular person's professional or expert competence; or as to which the particular person merits confidence.

4.4 Resignation. An officer of the corporation may resign from his or her office or position by delivering written notice to the corporation. The resignation is effective as provided in F.S. 607.01415(5) unless the notice provides for a delayed effectiveness, including effectiveness determined upon a future event or events. If effectiveness of a resignation is stated to be delayed and the board of directors or appointing officer accepts the delay, the board of directors or the appointing officer may fill the pending vacancy before the delayed effectiveness if the board of directors or appointing officer provides that the successor does not take office until the vacancy occurs.

4.5 Removal. An officer may be removed at any time with or without cause by : (a) The board of directors; (b) The appointing officer, unless the bylaws or the board of directors provide otherwise; or (c) Any other officer, if authorized by the bylaws or the board of directors.

4.6 President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board, generally supervise and control all of the business and affairs of the corporation, and preside at all meetings of the shareholders, the board, and all board committees on which he or she may serve. In addition, the president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board, and that are incident to the offices of president and chief executive officer.

4.7 Vice Presidents. Each vice president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board.

4.8 Secretary. The secretary shall prepare shareholders' and directors' minutes in one or more books provided for that purpose; see that all notices are duly given consistent with the

provisions of these bylaws, or as required by law; be custodian of the corporate records and the seal of the corporation; keep a register of the post office address of each shareholder of the corporation; and be responsible for authenticating the corporation's records. In addition, the secretary shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board and that are incident to the office of secretary.

4.9 Treasurer. The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever; and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be used by the corporation. In addition, the treasurer shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors and that are incident to the office of treasurer.

4.10 Other Officers, Employees, and Agents. Each and every other officer, employee, and agent of the corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board, the officer appointing him or her, and the officer or officers who may from time to time be designated by the board to exercise supervisory authority.

4.11 Compensation. The compensation of the officers of the corporation shall be fixed from time to time by the board of directors.

ARTICLE 5 – CERTIFICATES OF STOCK

5.1 Certificates for Shares. The board of directors shall determine whether shares of the corporation shall be uncertificated or certificated. If certificated shares are issued, certificates representing shares in the corporation shall be signed (either manually or by facsimile) by the president or vice president and the secretary or an assistant secretary and may be sealed with the

seal of the corporation or a facsimile thereof. A certificate that has been signed by an officer or officers who later cease to hold such office shall be valid.

5.2 Transfer of Shares; Ownership of Shares. Transfers of shares of stock of the corporation shall be made only on the stock transfer books of the corporation, and only after the surrender to the corporation of the certificates representing such shares. Except as provided by F.S. 607.0721, the person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares on the part of any other person, whether or not it shall have express or other notice thereof.

5.3 Lost Certificates. The corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (a) makes proof in affidavit form that the certificate has been lost, destroyed, or wrongfully taken; (b) requests the issuance of a new certificate before the corporation has notice that the lost, destroyed, or wrongfully taken certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim; (c) at the discretion of the board, gives bond in the form and amount as the corporation may direct, to indemnify the corporation, the transfer agent, and the registrar against any claim that may be made on account of the alleged loss, destruction, or theft of a certificate; and (d) satisfies any other reasonable requirements imposed by the corporation.

ARTICLE 6 – ACTIONS WITH RESPECT TO SECURITIES OF OTHER CORPORATIONS

Unless otherwise directed by the board, the president or a designee of the president shall have power to vote and otherwise act on behalf of the corporation, in person or by proxy, at any shareholders' meeting, or with respect to any shareholders' action of any other corporation in which this corporation may hold securities, and to otherwise exercise any and all rights and powers that the corporation may possess by reason of its ownership of securities in other corporations.

ARTICLE 7 – AMENDMENTS

The board may alter, amend, or repeal these bylaws, and adopt new bylaws, unless the shareholders, in amending or repealing the bylaws generally, or a particular bylaw provision, provide expressly that the board may not amend or repeal the bylaws or a particular bylaw provision. The shareholders may alter, amend, or repeal these bylaws or adopt new bylaws even though these bylaws may also be amended or repealed by the board.

ARTICLE 8 – MISCELLANEOUS

8.1 Forum Selection. To the fullest extent permitted by law, any and all internal corporate claims shall be brought exclusively in the Circuit Court of the State of Florida (or, if the Circuit Court of the State of Florida does not have jurisdiction, another state court located within the State of Florida or, if no state court located within the State of Florida has jurisdiction, the Federal Court which the corporation has a reasonable relationship. "Internal corporate claims" means: (a) any claim that is based upon a violation of a duty under the laws of the State of Florida by a current or former director, officer, or shareholder in such capacity; (b) any derivative action or proceeding brought on behalf of the corporation; (c) any action asserting a claim arising pursuant to the Florida Business Corporation Act, or the articles of incorporation or bylaws of this corporation; or (d) any action asserting a claim governed by the internal affairs doctrine that is not included in (a), (b), or (c) above.

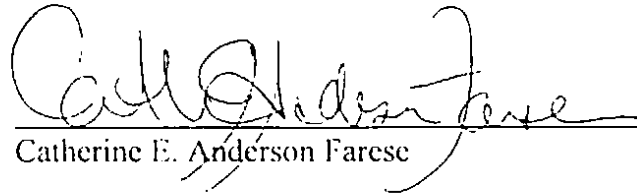
ARTICLE 9 – CORPORATE SEAL

The board shall provide for a corporate seal that shall be circular and shall have the name of the corporation, the year of its incorporation, and the state of incorporation inscribed on it.

The undersigned, being all of the Directors of Tom's Sports and Collectibles, Inc., have adopted these Bylaws as the Bylaws of the Corporation, on July 6th, 2023:



Thomas Farese



Catherine E. Anderson Farese

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