

TRANSMITTAL LETTER

P95000001817

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

RECEIVED - 12/11/95
12/11/95 11:21

SUBJECT: CamBroc Sports, Inc.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE

1-01-95

Enclosed is an original and one (1) copy of the articles of Incorporation and a check

Fee:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

ROGER JONES

Name (printed or typed)

3728 GRISSUM Lane

Address

Kissimmee, FL 34741-4602

City, State & Zip

407-933-6524

Daytime Telephone number

FILED
1995 JAN -9 11:21

*DOB 12/18/94
list name 9261
succession
signature etc.
12/11/95
P95-1817*

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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 28, 1994

ROGER JONES
3728 GRISSOM LANE
KISSIMMEE, FL 34741-4602

SUBJECT: CAMBROC SPORTS, INC.
Ref. Number: W94000027354

We have received your document for CAMBROC SPORTS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

List the name of the registered agent and incorporator the same throughout the document.

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

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 594A00054487

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be:

Cambroc Sports, Inc.

The Corporation shall commence January 1, 1995.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be located in the state of Florida in the city of Kissimmee, Osceola County. The corporation may have such other offices within or without the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time. The principal mailing address shall be:

1713 Bruce Street, Kissimmee, FL 34741-5905.

ARTICLE III SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

100 shares

EFFECTIVE
1-01-95

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Roger Paul Jones
1713 Bruce Street
Kissimmee, FL 34741-5905

ARTICLE V INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Roger Paul Jones
1713 Bruce Street
Kissimmee, FL 34741-5905

ARTICLE VI PURPOSE

To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in sporting goods, uniforms, equipment, goods, wares, merchandise and materials of any kind and description

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE VII SHAREHOLDERS

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on the first Wednesday in the month of January in each year, beginning with the year 1995, at the hour of 11:00 o'clock a.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. Special meetings of the shareholders, for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than 100% of all the outstanding shares of the Corporation entitled to vote at the meeting.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, the place of the meeting shall be the principal office of the Corporation.

ARTICLE VIII OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President, Secretary and a Treasurer each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except for the offices of President and Secretary which may not be held by the same person. Officers may be Directors or shareholders of the Corporation.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders and the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, it shall be required by law to be otherwise signed or executed.

SECTION 4. Secretary. The Secretary shall: [a] keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more minute books provided for that purpose; [b] see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; [c] be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; [d] keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; [e] sign with the President certificates for shares of the Corporation, the issuance of which shall have been duly authorized by resolution of the Board of Directors; [f] have general charge of the stock transfer books of the Corporation; and [g] in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall: [a] have charge and custody of and be responsible for all funds and securities of the Corporation; [b] receive and give receipts for all moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and [c] in general perform all of the duties incident to the office of Treasurer and such duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VIII INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows

(a) Every director, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation, partnership joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VIII.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

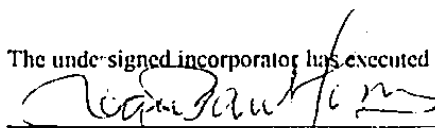
ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the last day of December of each year.

ARTICLE XI AMENDMENTS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation effective this 1st day of January, 1995


Roger Paul Jones

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CamBroc Sports, Inc.

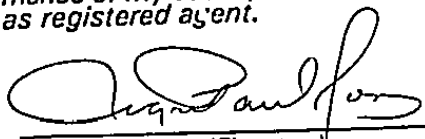
2. The name and address of the registered agent and office is:

ROGER PAUL JONES
(Name)

1713 BRUCE STREET
(P.O. Box not acceptable)

KISSIMEE, FL 34741-5905
(City/State/Zip)

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


(Signature)

12-15-94
(Date)