

# P7500015732

## JONES, FOSTER, JOHNSTON & STUBBS, P.A.

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STEVEN J. ROTHMAN  
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SIDNEY A. STUBBS, JR.  
ALLEN R. TOMLINSON  
JOHN B. TRILAPER  
MICHAEL P. WALSH  
H. ADAM WEAVER

WRITER'S DIRECT LINE: \_\_\_\_\_

HENRY F. LILIENTHAL  
1902-1982  
HARRY ALLISON JOHNSTON  
1895-1983  
R. BRUCE JONES  
1904-1988  
PAUL O. WOLFE  
1933-1991  
RETIRED  
WILLIAM A. FOSTER  
OF COUNSEL  
L. MARTIN FLAGLER

February 23, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

200001414942  
-02/24/95--01072--011  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Re: Hockey Partners, Inc.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation.

Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

John B. McCracken

JBM:sw\17895-1\Secyst.L1  
Enclosures

FILED  
95 FEB 24 PM 8 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4462-27

ARTICLES OF INCORPORATION  
OF  
HOCKEY PARTNERS, INC.

FILED  
95 FEB 26 AM 8 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be HOCKEY PARTNERS, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of investing in and operating sports franchises and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 1,000,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 2134 Bayside Village East, Fisher Island, Dade County, Florida 33109.

#### ARTICLE V

##### Registered Agent/Registered Office

The initial Registered Agent of this corporation is John B. McCracken, located at the Registered Office of the corporation at Suite 1100, 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401-3475.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall initially have three (3) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Robert M. Trippe  
2134 Bayside Village East  
Fisher Island, FL 33109

Daniel Gerson  
102 Dartmouth Court  
Glenview, IL 60025

William Terlecky  
235 Montage Mountain Road  
Moosic, PA 18506

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable

conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Robert M. Trippe  
2134 Bayside Village East  
Fisher Island, FL 33109

President/  
Secretary/Treasurer

Daniel Gerson  
102 Dartmouth Court  
Glenview, IL 60025

Vice President

William Terlecky  
235 Montage Mountain Road  
Moosic, PA 18506

Vice President

ARTICLE IX

Incorporator

The name and address of the incorporator is:

John B. McCracken  
Suite 1100  
505 South Flagler Drive  
West Palm Beach, FL 33401

ARTICLE X

Amendment

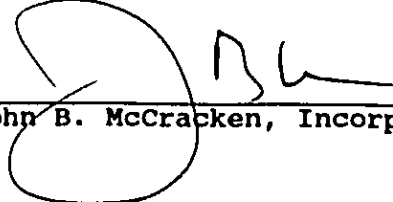
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 23rd day of February, 1995.

  
\_\_\_\_\_  
John B. McCracken, Incorporator

STATE OF FLORIDA

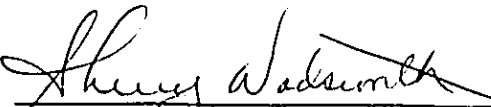
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by John B. McCracken, who is personally known to me or who has produced a driver's license as identification, this 23rd day of February, 1995.

(NOTARY SEAL)



COMM. EXP. FEBRUARY 17, 1999  
No. CC 431023

  
\_\_\_\_\_  
Notary Public  
Print Name: Sherry Wadsworth  
Commission No.: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

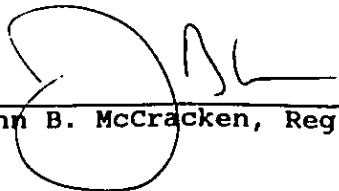
CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That Hockey Partners, Inc., desiring to organ'ze under  
the laws of the State of Florida, has named John B. McCracken,  
located at the Registered Office of the corporation at Suite 1100,  
505 South Flagler Drive, West Palm Beach, Palm Beach County,  
Florida 33401-3475, as its Registered Agent to accept service of  
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above-stated corporation at the place designated in this  
Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

  
\_\_\_\_\_  
John B. McCracken, Registered Agent

JBM:bw\17895-1\Articles

FILED  
95 FEB 24 11 8 46  
TALLAHASSEE  
FLORIDA