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FULKS-LOSTETTER TAX
FINANCIAL & ACCOUNTING SERVICES, INC.
5823 26TH STREET WEST
BRADENTON, FLORIDA 34207

BRADENTON 141 85413
-03/01/95-01065-010
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
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AB 3/3/95

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
MAR - 1 11 3:03
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
GAMING ENTERPRISES, INC.

FILED
1995 MAR -1 PM 3:00
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Gaming Enterprises, Inc.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000,000 shares of common stock having a par value of \$.001 per

share; provided that shares of the common stock held by directors and officers elected by the Board of Directors of the Corporation shall be entitled to one vote per share on all matters on which stock holders are entitled to vote including election of directors, and the balance of shares held by persons who are not directors or officers elected by the Board of Directors of the Corporation shall not be entitled to vote on any such matters except that they are entitled to one vote per share only on those matters regarding the disposition of substantially all of the assets of the Corporation, merger, consolidation or other matters which may adversely affect such stockholders.

Stockholders of this Corporation shall be prohibited from any sale, assignment or transfer of their common stock of the Corporation which would result, either alone or in combination with proposed sales, assignments or transfers by other stockholders, in the Corporation having at any one time more than thirty-five stockholders (or a greater number if permitted by future amendment to Chapter S of the Internal Revenue Code of 1986, as amended), any corporate stockholders, any partnerships as stockholders, or any foreign stockholders. Any attempt by a stockholders to transfer common stock to any person who does not consent to the "S" election, to any corporation, partnership, or foreign stockholder or make a transfer which, either alone or with proposed transfers by other stockholders, would result in the Corporation having more than thirty-five shareholders shall not be accepted by the Corporation nor documented in the stock record books of the Corporation. In the event the Corporation voluntarily terminates

its "S" corporation election, this limitation and prohibition shall be extinguished at any time after the Corporation's termination. In determining the number of stockholders, stock held jointly by a husband and wife shall be counted as one stockholder.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

Name	Address
Charles O. Fulks	5214 Bimini Dr. Bradenton, FL 34210
Donald M. Nodholm	4931 Silkwood Dr. Sarasota, FL 34241

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, provided, however, that any Bylaw adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 4931 Silkwood Drive, Sarasota, FL 34241. The principal office of the Corporation is also located at 4931 Silkwood Drive, Sarasota, FL 34241.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Donald M. Nodholm.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Donald M. Nodholm	4931 Silkwood Drive Sarasota, FL 34241

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on the 14th day of February, 1995.


DONALD M. NODHOLM

ACCEPTANCE

I hereby accept to act as initial Registered Agent for GAMING ENTERPRISES, INC., as stated in these Articles of Incorporation.


DONALD M. NODHOLM

FILED
1995 MAR - 1 PM 3:00
TALLAHASSEE, FLORIDA

P95000017614

DON & SHARON NODHOLM
4931 SILKWOOD DRIVE
SARASOTA, FL 34241

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*****35.00 *****35.00

Office Use Only

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<input type="checkbox"/>	Other

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97 MAR 10 AM 10:49
TALLAHASSEE, FLORIDA
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

GAMING ENTERPRISES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE IV. Shall be amended from 1,000,000 shares of Common Stock to 25,000,000 shares of Common Stock.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 28, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7 day of March, 19 97.

Signature Donald M. Nodholm Pres.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Donald M. Nodholm, Director

Typed or printed name

Director

Title