

OFFICE USE ONLY (Continued)

**9500047632**

Pennington & Hoben

(Requestor's Name)

215 S. Monroe St.

(Address)

Tallahassee FL 222-353

(City, State/Zip)

(Phone #)

CHIEF CLERK  
-06/16/95--11056--015  
♦♦♦♦122,50 ♦♦♦♦122,50

OFFICE USE ONLY

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

1. Sports-Tek - Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 1:30  
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy  
☐ Certificate of Status

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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

95 JUN 16 10 3 15

June 16, 1995

PENNINGTON & HABEN  
215 S MONROE ST  
TALLAHASSEE, FL

SUBJECT: SPORTS-TEK ONE, INC.  
Ref. Number: W95000012307

We have received your document for SPORTS-TEK ONE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6919.

Beth Register

*Will wait*

**ARTICLES OF INCORPORATION  
OF  
TECH-ONE SPORTS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby organizes and forms a corporation under the Laws of the State of Florida.

**ARTICLE I.**

**NAME**

The name of this corporation is Tech-One Sports, Inc.

**ARTICLE II.**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copy-rights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages,

transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations for profit may be incorporated under the Florida General Corporation Act.

### **ARTICLE III.**

#### **CAPITAL STOCK**

The corporation shall have only one class of stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a nominal or par value of ONE AND NO/100 DOLLARS (\$1.00) per share. Such shares shall be fully paid and non-assessable. The shareholders of common stock shall not have preemptive rights to acquire unissued or treasury shares of the corporation.

#### **ARTICLE IV.**

##### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V.**

##### **ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the principal office of this corporation in the State of Florida is 7635 Willow Bastic Court, Tallahassee, Florida 32312. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Sonya K. Daws, whose business address is 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301 and whose mailing address is Post Office Box 10095, Tallahassee, Florida 32302-2095.

#### **ARTICLE VI.**

##### **DIRECTORS**

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by the Board of Directors of the Corporation, or by the Stockholders at an annual or special meeting thereof.

#### **ARTICLE VII.**

##### **INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

**NAME****ADDRESS**

David S. Day

7635 Willow Bastic Court  
Tallahassee, Florida 32312**ARTICLE VIII.****OFFICERS**

The officers of the Corporation shall be a President, a Secretary and a Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

David S. Day, President/Secretary/Treasurer, 7635 Willow  
Bastic Court, Tallahassee, Florida 32312

**ARTICLE IX.****INCORPORATORS**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he 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 another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action,

suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of 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 another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

#### **ARTICLE X.**

##### **INCORPORATORS**

The name and address of the sole incorporator of this corporation is:

**NAME**

**ADDRESS**

David S. Day

7635 Willow Bastic Court  
Tallahassee, Florida 32312

#### **ARTICLE XI.**

##### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

DATED this Fth day of June, 1995.

David S. Day  
INCORPORATOR



STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared David S. Day, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 19th day of June, 1995.

Sonya K. Daws  
NOTARY PUBLIC

My Commission Expires:



SONYA K. DAWS  
MY COMMISSION # CC 217526 EXPIRES  
JULY 28, 1996  
BONDED TRUST TROY FARM & RANCH, INC.

**ACCEPTANCE BY REGISTERED AGENT**

Sonya K. Daws, having been named as the registered agent in the foregoing Articles of Incorporation of Tech-One Sports, Inc., to accept service of process for the corporation at 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301, hereby agrees to act as the registered agent and comply with the law of the State of Florida relative to such position.

DATED this 19th day of June, 1995.

Sonya K. Daws

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

Pursuant to the provisions of section 607.0501, 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: TECH-ONE SPORTS, INC.
2. The name and address of the registered agent and office is:

Sonya K. Daws  
(NAME)

215 South Monroe Street, Second Floor  
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301  
(CITY/STATE/ZIP)

SIGNATURE Dana H. Lee  
TITLE Incorporator  
DATE 6-19-95

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 [Signature]  
DATE 6.19.95  
REGISTERED AGENT FILING FEE: \$35.00