

P95000059116

Ric Holly
(Requestor's Name)
P.O. Box 3251
(Address)
Tallahassee, FL 32315
(City, State, Zip) (Phone #)

904/531-0586

OFFICE USE ONLY

000001548886
07/31/95 101062-083
****315.00 ****78.75

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

- 1. R.I.C. SPORTSPAGE RECORD CO. INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

Walk in Pick up time 8-1-95 12:00 Certified Copy
 Mail out Will wait Photocopy 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

E. BROWN AUG - 1 1995

**ARTICLES OF INCORPORATION
OF
R.I.C. SPORTSPAGE RECORD CO., INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation shall be **R.I.C. SPORTSPAGE RECORD CO., INC.**

**ARTICLE II
Principal Office**

The principal place of business and mailing address of this corporation shall be 1898 Mary Ellen Drive, Tallahassee, Florida 32303.

**ARTICLE III
Nature of Business**

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
Stock**

The total number of shares of stock which the corporation shall have authority to issue is 50,000 shares, each of the shares having a par value of \$.01, thereby resulting in the corporation having total authorized capital stock in the amount of \$500.00, all of which shall be **COMMON STOCK**.

The Board of Directors of the corporation shall have full authority, to the extent permitted by law, to increase, decrease or otherwise adjust the capital stock of the corporation, to designate the classes or series thereof, and to determine whether all or any part of such stock shall have voting powers, full or limited, or no voting powers, and to determine such designation, and such powers, preferences, relative, participating or optional, or other special rights and the qualifications, limitations or restrictions thereof as the Board shall from time to

time determine in duly adopted resolutions.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its shareholders, the corporation, subject to the preemptive rights contained herein, may issue or sell any shares of its capital stock of any class or series, whether out of the unissued shares thereof authorized by the Certificate of Incorporation of the corporation as originally filed or by an amendment thereof or out of shares of its capital stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange or convert such shares for or into other shares of capital stock of the corporation of any class or classes or any series thereof. When similarly authorized, but without any action by its shareholders, the corporation, subject to the preemptive rights contained herein, may issue or grant rights, warrants or options, in bearer or registered or such other form as the Board of Directors may determine, for the purchase of shares of the capital stock of any class or series of the corporation within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share, as the Board of Directors may determine. Such rights, warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, obligations or other evidences of indebtedness or shares of the capital stock of any class or series of the corporation and for such consideration as on such terms and conditions as the Board of Directors in its sole discretion may determine. In each case, the consideration to be received by the corporation for any such shares so issued or sold shall be such as shall be fixed from time to time by resolution of the Board of Directors.

ARTICLE V **Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VI **Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1898 Mary Ellen Drive, Tallahassee, Florida 32303. The name of the initial Registered Agent of the Corporation at the above address shall be Terry Holly. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VII **Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII
Incorporator

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ric Holly	1898 Mary Ellen Drive Tallahassee, Florida 32303

ARTICLE IX
Shareholders' Preemptive Rights

The holders of stock of the corporation, or the holders of any class or series of a class thereof, are hereby granted the preemptive right to subscribe to and purchase, ratably according to their respective holdings, as they exist at the time of the proposed new issue, any or all additional issues of stock of the corporation of any or all classes or series thereof, or to any securities of the corporation convertible into such stock.

Any shares offered to shareholders under their preemptive rights and not purchased shall again be offered to those shareholders who have exercised their preemptive rights, in proportion to their holding. After one such re-offering, the corporation may sell any shares still unsold in any other manner permitted by this Certificate.

Any amendment to this Certificate of Incorporation, the purpose of which is to debate, alter, amend, modify or otherwise affect the preemptive rights granted herein, must be adopted by a unanimous vote of the directors and holders of the outstanding stock entitled to vote.

ARTICLE X
Restriction on Transfer of Shares

The holders of stock of the corporation, or the holders of any class or series of a class thereof, are prohibited from transferring shares of the corporation to any person except Ric Holly. Ric Holly is hereby granted the right of first refusal with regard to the sale or transfer of any class or series of a class of stock of the corporation. This restriction on the transfer or registration of transfer of shares obligates the shareholder to first offer Ric Holly an opportunity to acquire the restricted shares. This restriction on the transfer of registration or transfer of shares is valid and enforceable against the holder or a transferee of the holder.

ARTICLE XI
Powers of the Board of Directors

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To adopt, amend or repeal the Bylaws of the corporation.
- (b) To authorize and cause to be executed or granted mortgages, security interests and liens upon the real and personal property of the corporation.

- (c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created
- (d) By a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the directors of the corporation. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member
- (e) When and as authorized by the affirmative vote of the hold of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

ARTICLE XII **Compromise or Arrangement**

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Florida, on the application in a summary way of this corporation or of any creditor or shareholder thereof, or on the application of any receiver or receivers appointed for this corporation or on the application of the trustees in dissolution or of any receiver or receivers appointed for this corporation may order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this corporation, as the case may be, to be summoned in such manner as statutorily required. If a majority in number representing three-fourths (3/4ths) in value of the creditors or class of creditors and/or of the shareholders or class of shareholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and/or shareholders or class of shareholders, of

this corporation, as the case may be and also on this corporation.

ARTICLE XIII
Director Conflicts of Interest

To the extent permitted by law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the directors are present at or participate in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because the directors or officers or their votes are counted for such purpose.


ARTICLE XIV
Indemnification of Officers, Directors, Employees and Agents

The corporation is expressly authorized to 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, other than the action by or in the right of the corporation, be reason of the fact that such person is or was a director, officers, employee or agent of the corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred, including any appeal thereof, if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, have executed these Articles of Incorporation this 31 day of July, 1995.

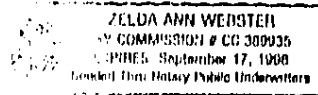

Ric Holly
Incorporator

STATE OF FLORIDA
COUNTY OF DEON

The foregoing instrument was acknowledged before me this 31 day of July, 1995, by Ric Holly who is personally known to me or who produced a Florida Driver's License as identification and who did not take an oath.

Zelda Ann Webster
Signature of Notary Public

Notary Seal/Stamp



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

R.I.C. SPORTSPAGE RECORD, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 1898 Mary Ellen Drive, Tallahassee, Florida 32303, as its initial registered office and has named Terry Holly, located at said address as its initial Registered Agent.



Ric Holly
Incorporator

Date: July 31, 1995

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of this position as Registered Agent.



TERRY HOLLY
Registered Agent

Date: July 31, 1995