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Rattrison Traugham  
Requestor's Name

315 Beaul Street  
Address

Tallahassee Fla. 224-9181  
City/State/Zip Phone #

RECEIVED

96 JAN 22 PM 2:40

DIVISION OF CORPORATION

Office Use Only

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

1. Articles of Incorporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

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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  
96 JAN 22 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE FAN'S HAND, INC.

**FILED**  
96 JAN 22 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: THE FAN'S HAND, INC.

**Article II - Principal Office**

The principal place of business and mailing address of this corporation shall be:

The Fan's Hand, Inc.  
5535 Beneva Woods Circle  
Sarasota, Florida 34233

**Article III - Purpose**

This corporation is organized for the purpose of operating a general merchandising business, including, but not limited to, designing, acquiring, advertising, manufacturing and selling products for use with, or promotion of major sporting events.

This corporation may also engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV - Capital Stock and Capitalization**

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

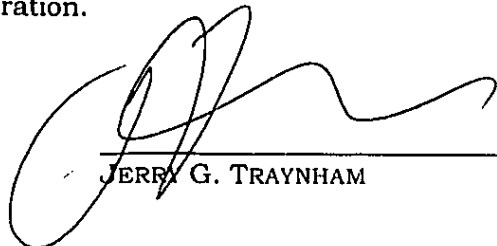
100 shares, common, no-par

All stock is issuable and transferable only to natural persons who are not nonresident aliens, and shall be held by no more than ten (10) persons. The initial capitalization of the corporation shall be by the sale and issuance of the initial 100 shares to the following persons in the amounts specified. All shares shall be fully paid prior to issuance.

Steven Scott Miller                      100 shares

**Article V - Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 315 Beard Street, Tallahassee, Florida 32303, and the name of the initial registered agent of this corporation is Jerry G. Traynham. The undersigned registered agent hereby accepts designation as the registered agent for the corporation.

  
\_\_\_\_\_  
JERRY G. TRAYNHAM

#### **Article VI - Incorporators**

The names and addresses of the persons subscribing to and signing these articles of incorporation are as follows:

Steven Scott Miller  
5535 Beneva Woods Circle  
Sarasota, Florida 34233

#### **Article VII - Initial Officers and Directors**

The initial officers of the corporation, and its Board of Directors are as follows:

Officers:	Steven Scott Miller	President
	Jackie Lynn Miller	Vice President
	Steven Scott Miller	Secretary
	Jackie Lynn Miller	Treasurer

The corporation shall be managed by its officers, who shall act as its board of directors. The President of the corporation shall act as the chairperson of the board of directors.

#### **Article VII - Dissolution**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of a majority of the outstanding shares of the corporation. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders *pro rata*, each shareholder to participate in the distribution in direct proportion to the number of shares held by the individual.

**Article IX - Restrictions on Stock Transfers and  
Preemptive Rights**

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors. No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of the mailing. If the corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all such shares owned by the stockholder immediately prior to his death on the terms set forth above, and this provisions shall be binding on the executor, administrator or personal representative of such stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject

to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such article is on file at the principal office of the corporation."

Every shareholder, upon the sale of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his *pro rata* share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **Article X - Particular Actions**

The following corporate actions shall require the affirmative consent of a majority of the shareholders:

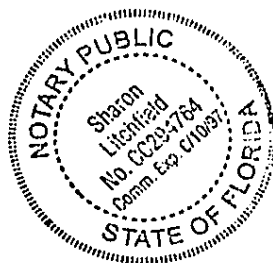
1. Amendment of the Articles of Incorporation or By-Laws.
2. Hiring, firing, or changing compensation of corporate offices or staff.
3. Issuance of stock or addition of new stockholders.
4. Expenditure of corporate funds exceeding Five Hundred Dollars (\$5000.00).

IN WITNESS HEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Sarasota, Florida, on this 8<sup>th</sup> day of January, 1996.

S. Scott Miller  
Steven Scott Miller

Before me, the undersigned authority, personally appeared Steven Scott Miller, who is personally known to me or who identified himself to me by showing his Florida Drivers Licenses No. M460-797-67-247-0, and who executed the foregoing instrument for the uses and purposes therein set forth.

Given under my hand and official seal this 8<sup>th</sup> day of January, 1996.



Sharon L. Litchfield  
Notary Public, State of Florida  
My commission expires:

