

P96000018654

GRAHAM, LARK, JONES, PRATT & MARKS
ATTORNEYS AT LAW

866 NORTH NEW YORK AVENUE
POST OFFICE DRAWER 1690
WINTER PARK, FLORIDA 32780
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MARY W. CHRISTIAN
SCOTT D. CLARK
JERRY E. GRAHAM
JERRY E. GRAHAM, JR.
LAURA L. JACOBS
FREDERICK W. JONES
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

February 23, 1996

VIA CERTIFIED RRR MAIL

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****122.50 ****122.50

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Outdoor Sportsman, Inc.
Our File No.: 3665-3

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Outdoor Sportsman, Inc. Additionally, our check in the amount of \$122.50 is also enclosed which represents payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy of Articles	52.50
Certificate of Registered Agent	35.00
Total:	\$ 122.50

The enclosed copy is for certification. Please return the certified copy to the undersigned. For your convenience, I have enclosed a self-addressed, stamped envelope for returning the certified copy to my office.

Thank you very much for your prompt attention to the filing of these Articles. Should you have any questions whatsoever, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr.

JEGJR/drr
encls.

FILED
FEB 27 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

229990

**ARTICLES OF INCORPORATION
OF
OUTDOOR SPORTSMAN, INC.**

FILED
96 FEB 27 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify that he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of the Corporation shall be: OUTDOOR SPORTSMAN, INC.

ARTICLE II

This Corporation is organized for the purpose of engaging in and transacting any lawful business permitted under the laws of the United States of America and the State of Florida, and more particularly to construct, own and operate musketry, trap and skeet facilities and entertainment facilities, together with all business activities related thereto.

ARTICLE III

The maximum number of shares of stock which may be issued by this Corporation is 10,000 shares of Class A common stock, par value \$1.00 per share, and 10,000 shares of Class B common stock, par value \$1.00 per share. Class A common stock shall have the right of one vote for every whole share entitled to vote. Class B common stock shall have no voting rights.

ARTICLE IV

Each shareholder of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares, provided, however, that the preemptive rights herein granted shall extend to and be applicable only to the class or classes of stock owned by each shareholder. The preemptive rights herein granted shall be further subject to the terms, provisions and conditions of that certain Shareholders Agreement entered into between the shareholders and as may be further described in the By-laws of this Corporation.

ARTICLE V

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The street address of the principal office of this Corporation shall be:

369 N. New York Ave., 3rd Floor
Winter Park, Florida 32789

ARTICLE VII

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than two (2) members and not more than five (5) members, as fixed from time to time by the resolution of the shareholders of the Corporation. The Corporation shall have two (2) Directors initially. There shall be no cumulative voting permitted for the election of Directors.

ARTICLE VIII

The name and street address of the first Board of Directors of this Corporation who shall hold office until their successors are elected and qualified shall be:

NAME

Jasso E. Graham, Jr.

Gordon R. Schorer

ADDRESS

369 N. New York Ave.
3rd Floor
Winter Park, FL 32789

369 N. New York Ave.
3rd Floor
Winter Park, FL 32789

ARTICLE IX

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at the organizational meeting and at every annual meeting thereafter. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

ARTICLE X

The amount of the capital with which this Corporation shall begin business is a minimum of Two Hundred Thousand and no/100 Dollars (\$200,000.00).

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving

notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.

3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled as provided for in the By-laws and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer to be a stockholder of the Corporation.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.

7. The 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 statute, and all rights conferred on stockholders herein are granted subject to this reservation provided, however, no amendment, alternation, change or repeal of the Articles of Incorporation shall be effective without the written consent of or affirmative vote of Sixty-Five Percent (65%) of the total votes represented by the issued and outstanding shares of capital stock of the Corporation entitled to vote, whether or not present and voting at a meeting.

8. In addition to the ability of the Corporation to sell, lease, exchange, broker, mortgage, pledge, create a security interest in, or otherwise dispose of assets of the Corporation, in the interim that any such action described in this paragraph would affect all or substantially all of the assets of the Corporation or in the case of

a merger or share exchange, with any other Corporation, whether interest is foreign, the written consent of or affirmative vote of Sixty-Five Percent (65%) of the votes represented by the issued and outstanding shares of the capital stock of the Corporation entitled to vote, whether or not present and voting at a meeting.

ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XIII

No contract or other transaction between the Corporation and any other firm or Corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise

exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be JESSE E. GRAHAM, JR. and the registered office address the above named registered agent shall occupy is located at 369 N. New York Ave., 3rd Floor, Winter Park, FL 32789.

ARTICLE XV

The date of corporate existence shall be the date of acknowledgment of these Articles provided the same is filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

ARTICLE XVI

The name and street address of the incorporator of these Articles of Incorporation is JESSE E. GRAHAM, JR., 369 N. New York Ave., 3rd Floor, Winter Park, FL 32789.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this 23 day of February, 1996.

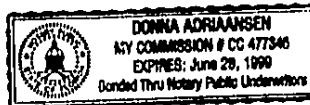

JESSE E. GRAHAM, JR., Incorporator and
Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day
of February, 1996, by JESSE E. GRAHAM, JR., as Incorporator
and Director of the above Articles of Incorporation for OUTDOOR SPORTSMAN, INC.
He is (a) ☒ personally known to me or (b) ☐ has produced _____
_____ as identification.

NOTARY PUBLIC

Signature: 
Print Name: DONNA ADRIAANSEN
State of Florida at Large
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**

FILED
96 FEB 27 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48.091 and 607.0501(3), Florida Statutes, the following is submitted, in compliance with said acts:

FIRST, that OUTDOOR SPORTSMAN, INC., desiring to organize under Chapter 607, Florida Statutes, with its principal office, as indicated in the Articles of Incorporation, at 369 N. New York Ave., 3rd Floor, Winter Park, FL 32789, has designated JESSE E. GRAHAM, JR., located at 369 N. New York Ave., 3rd Floor, Winter Park, FL 32789, County of Orange, State of Florida as its registered agent and to accept service of process within this state.

Having been designated registered agent for the above-stated Corporation at the place named in this Certificate, I hereby accept the appointment as registered agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with Section 607.0501(3), and I hereby agree to keep open the above named office as prescribed by Section 48.091.

DATED: February 23, 1996.



JESSE E. GRAHAM, JR.

P960000018654

GRAHAM, CLARK, JONES, BUILDER, PRATT & FLEMING
ATTORNEYS AT LAW

100 NORTH NEW YORK AVENUE
POST OFFICE DRAWER 1000
WINTER PARK, FLORIDA 32780
TELEPHONE (407) 647-4400
TELECOPIER (407) 740-7000

J. LINDBAY BUILDER, JR.
MARY W. CHRISTIAN
SCOTT D. CLARK
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
HOWARD S. MANNE
SAMUEL M. NELSON
JAMES H. PRATT
GEOFFREY D. WITHENS

May 8, 1997

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

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Outdoor Sportsman, Inc.

Gentlemen:

Enclosed for filing please find the original and one (1) copy of the Articles of Dissolution for the above referenced corporation, together with a check in the amount of \$35.00 for the required fees.

Please return a certified copy to me in the envelope provided for your use. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr.

JEG,Jr.\bkr
Enclosures

Vol. Diss.

FILED
97 MAY 12 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

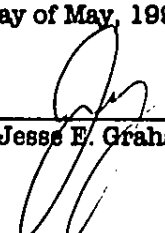
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ARTICLES OF DISSOLUTION OF
OUTDOOR SPORTSMAN, INC.

Know All Men By These Presents, that the incorporator of the above named Corporation files these Articles of Dissolution and in support thereof would certify as follows:

1. The name of the Corporation is Outdoor Sportsman, Inc.
2. The Articles of Incorporation were filed and the Corporation was incorporated on February 27, 1996.
3. The Corporation has not issued any shares to any person or entity, and has not commenced business.
4. All liabilities of the Corporation have been paid or discharged, or adequate provision has been made for payment and discharge of same.
5. The Corporation does not have any shareholders, and there exists no property or assets of the Corporation for distribution to any party.
6. There are no actions pending against the Corporation in any court.
7. The Corporation elected to dissolve by written consent of a majority of the initial Board of Directors and the Incorporator.
8. That in all respects, all requirements for voluntary dissolution of a Florida corporation by its incorporator or directors under Section 607.1401, Florida Statutes, have been complied with.

In Witness Whereof, the undersigned has caused these Articles of Dissolution to be executed as of the 7th day of May, 1997.



Jesse E. Graham, Jr., Incorporator

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 7th day of May, 1997 by Jesse E. Graham, Jr. as Incorporator of Outdoor Sportsman, Inc., a Florida corporation on behalf of said corporation and who did take an oath. He is personally know to me.



NOTARY PUBLIC
NOTARY SEAL:



FILED
97 MAY 12 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA