

P96000030724

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2666

Requestor's Name  
Address  
City/State/Zip  
Phone #

RECEIVED  
TALLAHASSEE, FL  
APR 11 1996

Office Use Only

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

1. Sun Sports Marketing, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4/8/96 ☒ 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

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

RECEIVED  
TALLAHASSEE, FL  
APR 11 1996  
OFFICE OF REGISTRATION

SAS  
4/9/96

**ARTICLES OF INCORPORATION  
OF  
SUN SPORTS MARKETING, INC.**

**FILED**  
96 APR -9 AM 11:04  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is Sun Sports Marketing, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE OF CORPORATION**

The street address of the principal office of this corporation is 4826 Stahl Court, Orlando, Florida 32817. The Board of Directors from time to time may move the principal office the corporation to any other address in the State of Florida.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE IV**

**NATURE OF BUSINESS**

The purpose for which this corporation is organized is to engage in the operation of a sales and marketing business, and may transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

## ARTICLE V

### CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$0.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

## ARTICLE VI

### BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Director for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

<u>Name</u>	<u>Street Address</u>
John C. Koepsel	4826 Stahl Court Orlando, FL 32817
John J. Foley	259 W. Sabal Palm Place Longwood, FL 32779
James M. Straus	231 Venture Circle Nashville, TN 37228

## **ARTICLE VIII**

### **INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be John C. Koepsel. The street address of the initial registered office of this corporation is 4826 Stahl Court, Orlando, Florida 32817. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the incorporator of this corporation is John C. Koepsel, 4826 Stahl Court, Orlando, Florida 32817.

## **ARTICLE X**

### **BYLAWS**

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

## **ARTICLE XI**

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE XII**

### **PRE-EMPTIVE RIGHTS**

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

## ARTICLE XIII

### AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 1996.

 4/5/96  
John C. Koepsel


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Sun Sports Marketing, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, State of Florida, has named John C. Koepsel of 4826 Stahl Court, Orlando, Florida 32817, as agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Registered Agent  
4/5/96  
\_\_\_\_\_  
Date

FILED  
96 APR -9 /M 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA