

P960000 56449

Anita Placido Senterfitt
Requestor's Name

Address

City/State/Zip 777-3471 Phone #

100001883821
-07/03/96--01076--024
****122.50 ****122.50

Office Use Only

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

1. Florida Panthers, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ 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

FILED
 RECEIVED
 96 JUL -3 PM 2:25
 SECRETARY OF STATE DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA

*Apprv. by
Bobbie E.*

7/3/96

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
FLORIDA PANTHERS, INC.**

FILED

96 JUL -3 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Florida Panthers, Inc., (hereinafter called the "Corporation").

**ARTICLE II
MAILING ADDRESS**

The mailing address of the Corporation is 100 Northeast Third Avenue, Tenth Floor, Ft. Lauderdale, Florida 33301.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Fifty Million (50,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation is Edward T. Kim, One S.E. Third Avenue, 27th Floor, Miami, Florida 33131.


**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**ARTICLE VII
AFFILIATED TRANSACTIONS
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of July, 1996.



Edward T. Kim, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Florida Panthers, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent 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 its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 2nd day of July, 1996.

American Information Services, Inc.

By: 

Christopher M. Nelson, President

FILED
96 JUL -3 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600056449

P.O. Box 10555

Address

Tallahassee FL 32302-2555 222-3471

City/State/Zip

Phone #

SEP 17 PM 2:45
TALLAHASSEE
OFFICE OF CORPORATION

TALLAHASSEE
-03/17/96-01156-005
****987.50 *****97.50
Office Use Only

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

1. Florida Panthers Holdings Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SEP 17 PM 4:29
TALLAHASSEE
OFFICE OF CORPORATION

- ☒ Walk in
 ☒ Pick up time 3:30
 ☒ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
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AMENDMENTS	
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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<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

Please call
Wayne if there
is a problem!
222-3471

AM + NR
DCEG
9/18



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 18, 1996

AKERMAN, SENTERFITT & EIDSON P.A.
LOYCE
TALLAHASSEE, FL 32302

SUBJECT: FLORIDA PANTHERS, INC.
Ref. Number: P96000056449

We have received your document for FLORIDA PANTHERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THERE IS NO PROVISION IN THE FLORIDA STATUTES FOR AMENDED AND RESTATED ARTICLES TO BE FILED BY AN INCORPORATOR. THE TITLE OF THIS DOCUMENT SHOULD BE CHANGED TO AMENDED ARTICLES.

THE NAME IN THE HEADING SHOULD BE THE PRESENT NAME OF THE CORPORATION AS STATED ON THE ATTACHED PRINT-OUT.

PLEASE ADD THE DATE OF SIGNING.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 296A00043167

AMENDED
**ARTICLES OF INCORPORATION
OF
FLORIDA PANTHERS , INC.**

FILED
06 SEP 17 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby amends and restates, pursuant to Section 607.1001 of the Florida Business Corporation Act, the Articles of Incorporation of Florida Panthers, Inc., a Florida corporation which initially filed its Articles of Incorporation on July 3, 1996 and was issued charter number P96000056449. The undersigned incorporator further certifies that no shares of this corporation have been issued, no directors or officers have been appointed, and no shareholder action is required hereby.

The Articles of Incorporation of Florida Panthers, Inc. are hereby amended (as such, the "Amended Articles of Incorporation") as follows:

**ARTICLE I
NAME**

The name of the Corporation shall hereafter be Florida Panthers Holdings, Inc. (the "Corporation").

**ARTICLE II
MAILING ADDRESS**

The mailing address of the Corporation is 100 Northeast Third Avenue, Tenth Floor, Ft. Lauderdale, Florida 33301.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred Ten Million (110,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"). The authorized shares of Common Stock shall be divided into two classes, comprised of One Hundred Million (100,000,000) shares of Class A Common Stock (the "Class A Common Stock") and Ten Million (10,000,000) shares of Class B Common Stock (the "Class B Common Stock").

The Class A Common Stock and Class B Common Stock shall be identical in all respects except that: (i) each share of Class A Common Stock shall be entitled to One (1) vote on each matter submitted to a vote of the shareholders of the Corporation, while each share of Class B Common Stock shall be entitled to Ten Thousand (10,000) votes on each matter submitted to a vote of the shareholders of the Corporation; (ii) shares of Class A Common Stock may be issued to holders of Class B Common Stock in a stock dividend, stock split or otherwise duly declared by the Board of Directors, while Class B Common Stock may not be issued to holders of Class A Common Stock in any such stock dividend, stock split or otherwise; and (iii) each share of Class B Common Stock shall at all times be directly convertible into one share of Class A Common Stock without further consideration, while shares of Class A Common Stock shall not, in any case, be convertible into shares of Class B Common Stock.

The Class A Common Stock and Class B Common Stock may be subsequently divided into and issued in one or more series of stock with voting rights, priorities and preferences for each series that the Board of Directors of the Corporation determines and sets forth in duly authorized resolutions providing for the creation and issuance of such series of stock.

ARTICLE IV **RESTRICTIONS**

So long as the Corporation owns, directly or indirectly, a member club in the National Hockey League, no person may own 5% or more of the Corporation's Common Stock without National Hockey League approval. In the event a person acquires 5% or more of the Corporation's Common Stock without National Hockey League approval, each share of the Common Stock owned by such person shall be subject to redemption at the lower of its original cost or its then fair market value.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is American Information Services, Inc.

ARTICLE VI **INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**ARTICLE VII
AFFILIATED TRANSACTIONS
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation this 16th day of September, 1996.



Edward T. Kim, Incorporator