



EFFECTIVE DATE

8/9/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 12 PM 1:15

ARTICLES OF INCORPORATION  
OF  
SOUTHERN SPORTS RETAIL ENTERPRISES, INC.

The undersigned, Robert H. Thompson, subscriber and incorporator to these Articles of Incorporation, as a natural person competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this Corporation is:

Southern Sports Retail Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the Corporation is  
503 Brent Lane, Pensacola, Florida 32503.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 125 West Romana Street, Suite 800, Pensacola, Florida 32501 and the name of the initial Registered Agent of this corporation is Philip A. Bates.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Robert H. Thompson  
503 Brent Lane  
Pensacola, Florida 32503

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Robert H. Thompson  
503 Brent Lane  
Pensacola, Florida 32503

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this Corporation's existence shall be August 9, 1996.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 8th day of August, 1996.

  
ROBERT H. THOMPSON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**REGISTERED AGENT ACCEPTANCE**

96 AUG 12 PM 1:16

I do hereby accept the foregoing designation as  
Registered Agent of Southern Sports Retail Enterprises, Inc.

  
PHILIP A. BATES

1201 HAYS STREET  
TALLAHASSEE, FL 32301-0007  
904-224-1100  
904-224-1101 FAX

800-442-1886



ACCOUNT NO. : 072100000032

REFERENCE : 124839

AUTHORIZATION :

COST LIMIT : \$ 87.50

1299A

*Patricia Pyzdek*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 OCT 18 PM 12:34

FILED

ORDER DATE : October 18, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 124839-005

CUSTOMER NO: 1299A

000001990050-7

CUSTOMER: Lucy Smith, Legal Assistant  
Clark Partington Hart Larry  
P.O. Box 13010

Pensacola, FL 32591

DOMESTIC AMENDMENT FILING

NAME: SOUTHERN SPORTS RETAIL  
ENTERPRISES, INC.

☒ ARTICLES OF AMENDMENT  
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

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*Restated Art  
10-18*

*DS*

**RESTATED  
ARTICLES OF INCORPORATION OF  
SOUTHERN SPORTS RETAIL ENTERPRISES, INC.**

The undersigned, Robert Thompson, the sole incorporator and sole member of the Board of Directors of Southern Sports Retail Enterprises, Inc. according to the Articles of Incorporation for Southern Sports Retail Enterprises, Inc., filed with the Department of State of the State of Florida on August 12, 1996, effective on August 9, 1996, hereby presents these Restated Articles of Incorporation of Southern Sports Retail Enterprises, Inc. to read as follows:

**ARTICLE I - NAME**

The name of this Corporation is Southern Sports Retail Enterprises, Inc.

**ARTICLE II - PURPOSE**

This Corporation is organized for the purpose of retail sales of sporting goods equipment and apparel and to transact any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be in the following classes and in the following amounts:

- a) Five Hundred Twenty (520) Shares of Class A Voting Common Stock, with a par value of One Dollar (\$1.00) per share, with each such share being entitled to vote on all matters subject to shareholder vote as allowed under the laws of the State of Florida. In addition, owners of such shares shall be exclusively

entitled to vote on the matters set forth below, and on each such matter a "super majority" vote of eighty percent (80%) of the issued and outstanding Class A Voting Common Stock shall be required for passage:

(i) The composition and membership of the Board of Directors of the Corporation as described in these Restated Articles of Incorporation and as provided for in the Bylaws of the Corporation; and

(ii) the sale of fifty percent (50%) or more of all of the issued and outstanding stock of the Corporation or the sale of substantially all of the assets of the Corporation and dissolution of the Corporation, or if the Corporation merges or consolidates with any other corporation and the Corporation is not the surviving corporation of such merger or consolidation;

(iii) whether any other class of stock of the Corporation shall be allowed to be converted to Class A Voting Common Stock of the Corporation, other than as provided in these Restated Articles of Incorporation; and

(iv) Amendment of the Restated Articles of Incorporation as they pertain to the authorization of additional shares of the Corporation's common stock.

b) Four Hundred Eighty (480) Shares of Class B Non-Voting Common Stock with a par value of One Dollar (\$1.00) per share, which shares shall be entitled to vote on all matters on which shareholders are entitled to vote under the laws of the State

of Florida, except for those items specifically reserved to a vote of Class A Voting Common Shares as provided above.

c) All classes of common stock shall have equal rights in the distribution of dividends and equal rights in the right to receive the net assets of the Corporation upon dissolution.

d) Shares and classes of common stock issued by this Corporation may not be transferred to any person, firm or corporation other than:

(i) another shareholder of the Corporation, at such price and upon such terms as the selling and buying shareholder shall agree;

(ii) a transferee receiving such shares by reason of the death of a shareholder;

(iii) to this Corporation at such value and upon such terms and conditions as the Bylaws and Stock Restriction and Shareholder Agreement of the corporation shall provide;

(iv) to other purchasers; provided, however, that any such other purchaser must be qualified as a shareholder of an S corporation as set forth in the Bylaws and pursuant to the terms of the Stock Restriction and Shareholder Agreement of the Corporation.

#### ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the Registered Agent of this Corporation is:



Philip Baten  
Clark, Partington, Hart,  
Larry, Bond, Stackhouse & Stone  
One Pensacola Plaza, Suite 800  
125 West Romana Street  
Pensacola, Florida 32501

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have two (2) Directors. The Directors shall be Robert Thompson, 503 Brent Lane, Suite C, Pensacola, FL 32503; and Stanley Levin, Levin, Middlebrooks, et al., 316 S. Baylen Street, Pensacola, FL 32501, and shall hereafter be elected in the manner described in these Restated Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Restated Articles of Incorporation is:

Robert Thompson  
Southern Sports Retail Enterprises, Inc.  
503 Brent Lane, Suite C  
Pensacola, FL 32503

ARTICLE VIII - AMENDMENT TO ARTICLES OF INCORPORATION

Subject to votes by classes of shares as shall be required herein, this Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation or amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on the 17th day of October, 1996.

  
\_\_\_\_\_  
ROBERT THOMPSON, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I do hereby accept the foregoing designation as Registered Agent of Southern Sports Retail Enterprises, Inc.

  
Philip Bates

**CERTIFICATE PURSUANT TO § 607.1007(4), FLA. STAT. (1995)**

The undersigned constitutes the incorporator of Southern Sports Retail Enterprises, Inc.

The undersigned certify pursuant to § 607.1007(4), FLA. STAT. (1995), that shareholder approval of the amendment of the Articles of Incorporation of Southern Sports Retail Enterprises, Inc. is not necessary as no shares have yet been issued and this amendment is made pursuant to § 607.1005, FLA. STAT. (1995).

DATED this 17th day of October, 1996.

  
\_\_\_\_\_  
ROBERT THOMPSON, Incorporator