

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171

911-72-0311 FAX



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144137 80354A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 5, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 144137-005

CUSTOMER NO: 80354A

EFFECTIVE DATE

11-1-96

100001996031--8

-11/05/96--01081--022

\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Debbie Fricke  
WINDERWEEDLE HAINES WARD &  
WOODMAN, PA  
Suite 1490  
390 North Orange Avenue  
Orlando, FL 32802-1391

DOMESTIC FILING

NAME: NICK ANDERSON SPORTS  
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KR  
11-5-96

FILED  
96 NOV -5 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV -5 AM 10:45  
DIVISION OF  
INCORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**NICK ANDERSON SPORTS INCORPORATED**

EFFECTIVE DATE

11-1-96

FILED  
96 NOV -5 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

**NICK ANDERSON SPORTS INCORPORATED**

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be November 1, 1996 and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;  
Initial Registered Office and Agent**

The street address and mailing address of the initial corporate office and initial registered office of this Corporation is 400 New York Avenue, Suite 205, Winter Park, Florida 32790 and the name of the initial registered agent of this Corporation at that address is Roosevelt Holloman III.

## ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

Roosevelt Holloman III

8 Carver Court  
Winter Park, Florida 32789

Alberta Anderson

9163 Point Cypress Drive  
Orlando, Florida 32836

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Address

Roosevelt Holloman III

8 Carver Court  
Winter Park, Florida 32789

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 1<sup>st</sup> day of November, 1996.

Roosevelt Holloman III  
ROOSEVELT HOLLOMAN III

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of November, 1996  
by Roosevelt Holloman III. He is personally known to me or has produced FLA DL as  
identification and [did/did not] take an oath.

H455-720-62-023-0



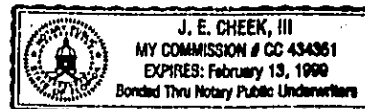
NOTARY SIGNATURE

J. E. CHEEK, III

NOTARY NAME PRINTED

Notary Public

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of  
NICK ANDERSON SPORTS INCORPORATED.

  
ROOSEVELT HOLLOMAN III

FILED  
96 NOV -5 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requestor's Name \_\_\_\_\_

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

**P96000090758**

400002132714--9  
-04/03/97--01079--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
Office Use Only

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

1. \_\_\_\_\_  
(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

97 APR -3 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input 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

APPROVED AND FILED  
97 APR -3 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*P96000090758*  
*2A CH*  
*4-3-97*

Examiner's Initials	
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**STATEMENT OF CHANGE OF REGISTERED OFFICE AND AGENT  
OF**

**NICK ANDERSON SPORTS INCORPORATED**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office and registered agent in the State of Florida.

- 1a. The name of the corporation is:  
Nick Anderson Sports Incorporated
- 1b. The mailing address of the corporation is:  
400 New York Avenue, Suite 205  
Winter Park, FL 32790
- 1c. Date of incorporation: November 1, 1996  
Document number: P96000090758
- 2. Name and address of the current registered agent and office:  
Roosevelt Holloman III  
400 New York Avenue, Suite 205  
Winter Park, FL 32790
- 3. Name and address of the new registered agent and office:  
J. P. Carolan, III  
250 Park Avenue South, 5th Floor  
Winter Park, FL 32789

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR -9 PM 1:13

APPROVED  
AND  
FILED

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

**CHANGE OF REGISTERED AGENT**  
**OF**  
**NICK ANDERSON SPORTS INCORPORATED**

**DESIGNATION OF REGISTERED AGENT**

The undersigned, Phil Mathew, President of Nick Anderson Sports Incorporated, hereby accepts the resignation of Roosevelt Holloman III as Registered Agent of the Corporation, effective this date, and hereby appoints J. P. Carolan, III as the successor Registered Agent of the Corporation, effective this date. The street address of the registered office of this Corporation is  
250 Park Avenue South, 5th Floor, Winter Park, Florida 32789

DATED as of the 24th day of March, 1997.

  
\_\_\_\_\_  
Phil Mathew, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR -3 PM 1:13

APPROVED  
AND  
FILED

FILED

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, J. P. Carolan, III, hereby accepts the appointment to serve as successor Registered Agent of Nick Anderson Sports Incorporated effective this date.

DATED as of the 24th day of March, 1997.

  
\_\_\_\_\_  
J. P. Carolan, III, Registered Agent



WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
ATTORNEYS AT LAW

BRIAN W. BENNETT  
J. P. CAROLAN, III  
JAMES EDWARD CHECK, III  
J. JEFFREY DEERY  
JOHN H. DYER, JR.  
DYKES C. EVERETT  
JOHN D. HAINES  
GREGORY L. HOLZHAUER  
ALLISON WARREN KELLER  
ROBERT P. MAJOR

W. E. WINDERWEEDLE (1908-1976)  
WILLIAM H. HAINES (1908-1965)

BARNETT BANK BUILDING  
250 PARK AVENUE, SOUTH  
5TH FLOOR  
POST OFFICE BOX 880

WINTER PARK, FL 32790-0880

TELEPHONE (407) 423-4246  
FAX (407) 645-3728

BARNETT BANK CENTER  
390 NORTH ORANGE AVENUE  
14TH FLOOR  
POST OFFICE BOX 1391

ORLANDO, FL 32802-1391

TELEPHONE (407) 423-4146  
FAX (407) 423-7014

C. BRENT MCCAGHREN  
PAULA PRATT  
WILLIAM H. ROBBINSON, JR.  
RANDOLPH J. RUSH  
THOMAS A. SIMSER, JR.  
WILLIAM A. WALKER II  
HAROLD A. WARD, III  
W. GRAHAM WHITE  
VICTOR E. WOODMAN

REPLY TO:  
Orlando

P96000090758

VIA CERTIFIED MAIL

300002303623--6  
-09/25/97--01090--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: NICK ANDERSON SPORTS INCORPORATED

Dear Sir/Madam:

Enclosed please find Articles of Dissolution for Nick Anderson Sports Incorporated for filing with the Secretary of State and a check in the amount of \$35.00 for the required filing fee. Please file these articles and return confirmation of such filing to my attention via the self-addressed stamped envelope also enclosed.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

M. Deborah Fricke  
Corporate Legal Assistant

:df  
Enclosures

9-26-97  
(C)

SEP 25 1997  
FBI - ORLANDO

**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE  
FLORIDA BUSINESS CORPORATION ACT**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is:

**NICK ANDERSON SPORTS INCORPORATED**

2. The Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, with an effective date of November 1, 1996 and assigned document number P96000090758.

3. The Shareholders at a meeting held as of September 18, 1997, at which a quorum was present, unanimously voted to approve the dissolution of the Corporation.

4. Pursuant to Article I, Section 10 of the Corporation's By-Laws, the majority of the Shareholders approved the dissolution of the Corporation effective September 18, 1997 and the officers of the Corporation are hereby authorized and directed to file these Articles of Dissolution with the Florida Secretary of State.

Dated: As of September 18, 1997

**NICK ANDERSON SPORTS  
INCORPORATED, a Florida corporation**

By: \_\_\_\_\_



Phil Mathew, President

970927  
FID:15