

P96000101196

TRANSMITTAL LETTER

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

SUBJECT: AIR ASSAULT PAINTBALL GAMES, INC.

(Proposed corporate name - must include suffix)

100002028467--8
-12/13/96--01033--003
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00

Filing Fee

☐ \$78.75

Filing Fee
& Certificate

☐ \$122.50

Filing Fee
& Certified Copy

☒ \$131.25

Filing Fee,
Certified Copy
& Certificate

EFFECTIVE DATE

1-1-97

EFFECTIVE DATE

ADDITIONAL C OPY REQUIRED

FROM: MICHAEL D. SELVETTI

Name (Printed or typed)

1643 Zaffer Street NW

Address

Palm Bay, FL 32907

City, State & Zip

407-724-5771

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 13 PM 2:43

FILED

AL DEC 16 1996

NOTE: Please provide the original and one copy of the articles.

*ARTICLES OF INCORPORATION
for
AIR ASSAULT PAINTBALL GAMES, INC.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation shall be:

AIR ASSAULT PAINTBALL GAMES, INC.

EXISTENCE DATE

1-1-97

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*2787 Aurora Road
Melbourne, FL 32935*

ARTICLE III: CORPORATE EXISTENCE

This corporation is to have perpetual existence *effective January 1, 1997*, until dissolved.

ARTICLE IV: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is:

- a) To engage in the wholesale and retail sale and rental of paintball guns, related articles and accessories.
- b) To engage in any type of business authorized by the Laws and Statutes of the State of Florida.
- c) To do all things and to have all powers conferred upon close corporations or general corporations organized under the Laws and Statutes of the State of Florida.
- d) This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, or as prescribed by law, and all rights conferred upon the stockholders hereunder are granted subject to this provision.

ARTICLE V: SHARES

The authorized capital stock of the corporation shall be 1,000 shares of common voting stock. The whole or any part of the capital stock of this corporation shall be payable in the lawful money of the United States

of America, or property, labor or services at a just valuation to be fixed by the directors. Each share of stock shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation shall be:

MICHAEL D. SELVETTI
1643 Zaffer Street NW
Palm Bay, FL 32907

HERBERT STRATTON, JR.
855 Lakewood Circle
Merritt Island, FL 32952

ARTICLE VII: OFFICERS

The business of the corporation shall be conducted by the following officers:

MICHAEL D. SELVETTI
President/Treasurer

HERBERT STRATTON, JR.
Vice President/Secretary

ARTICLE VIII: INDEMNIFICATION

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

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the stockholders.

ARTICLE X: ADDITIONAL PROVISIONS

The following additional provisions for the regulations of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as part of these Articles of Incorporation.

- a) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder

shall have any right to inspect any account or document of the corporation except as conferred by a Statute or authorized by the Board of Directors, or by resolution of the stockholders.

- b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding office in this corporation.
- c) The Directors may prescribe a method(s) for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
- d) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director(s) or officer(s) of such other corporation. Any director(s), individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person(s), firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director(s) of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person(s), firm or corporation. Each and every person who may become a director of the corporation, is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or the firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.
- e) The corporation shall have the power to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in form or in substance when proposed and approved by its Board of Directors and consented thereto at a stockholders' meeting by not less than a majority of the voting common stock.
- f) The corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union of interest, cooperation, joint venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.
- g) The Board of Directors shall have the authority to designate an officer of this corporation from time to time to handle all aspects of real property owned by the corporation in conformity with the Florida Real Estate License Law, Chapter 475 of the Florida Statutes, and in the absence of any specific designation, the President of the corporation shall have the authority to act in this regard without registration with the Florida Real Estate Commission pursuant to the exception as set forth in Chapter 475 of the Florida Statutes and the Rules and Regulations of the Florida Real Estate Commission.

ARTICLE XI: STOCK LOSS

The corporation shall have the power to enact a plan so as to qualify losses on stock under Section 1244 of the Internal Revenue Code of the United States of America and any such holder of common stock shall be entitled to treatment of losses of stock under the aforesaid Section, provided the requirements of said Section for claiming such loss be satisfied.

ARTICLE XII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL D. SELVETTI
1643 Zaffer Street NW
Palm Bay, FL 32907

ARTICLE XIII: INCORPORATOR(S)

The name(s) and address(es) of the initial incorporator(s) to these Articles of Incorporation is(nre):

MICHAEL D. SELVETTI
1643 Zaffer Street NW
Palm Bay, FL 32907

HERBERT STRATTON, JR.
855 Lakewood Circle
Merritt Island, FL 32952

The undersigned incorporator(s) has(have) executed these Articles of Incorporation, this 10th day of December, 1996.



Michael D. Selvetti, President

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96 DEC 13 PM 2:43

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE, SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0301, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

AIR ASSAULT PAINTBALL GAMES, INC.

2. The name and address of the registered agent and office is:

MICHAEL D. SELVETTI

(NAME)

1643 Zaffer Street NW

(PO Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Bay, FL 32907

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



(SIGNATURE)

12/10/96

(DATE)