

**P97000013635**  
**ALLBRITTON AND GANT, P. A.**  
**ATTORNEYS AND COUNSELORS AT LAW**

**JOHN LEWIS ALLBRITTON**  
**FREDERICK J. GANT\***

\*FLORIDA & ALABAMA BAR

**322 WEST CERVANTES STREET**  
**POST OFFICE BOX 12322**  
**PENSACOLA, FLORIDA 32581**  
**(904) 433-3230**  
**FAX (904) 434-8158**

January 29, 1997

Secretary of State  
Division of Corporations  
New Filing Section  
State of Florida  
Tallahassee, Florida 32301

000002078140--7  
-02/05/97--01041--006  
\*\*\*122.50 \*\*\*122.50

**Re:GLENN'S SPORTING GOODS,Inc.**

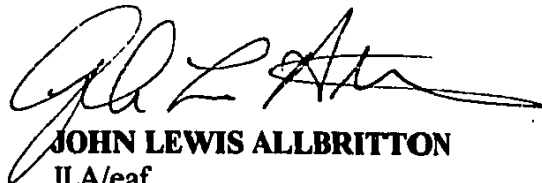
Dear Madam/Sir:

Enclosed please find for filing the Articles of Incorporation of GLENN'S SPORTING GOODS, Inc., along with my trust check in the amount of \$122.50 which represent:

Filing fee	\$35.00
Registered agent designation	\$35.00
Certified copy	\$52.50
	<hr/>
	\$122.50

Upon filing please return verification and certified copy to this office at the above address.  
If you have any questions, please do not hesitate to contact me.

Sincerely,

  
**JOHN LEWIS ALLBRITTON**  
JLA/eaf  
Enclosures

789,634,671

W97-3091  
2-6-97  
118

FILED  
97 FEB 12 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 6, 1997

**JOHN LEWIS ALLBRITTON**  
322 WEST CERVANTES ST  
PENSACOLA, FL 32581

**SUBJECT: GLENN'S SPORTING GOODS, INC.**  
Ref. Number: W97000003091

We have received your document for GLENN'S SPORTING GOODS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

**Terri Buckley**  
Corporate Specialist

Letter Number: 297A00006480

**ARTICLES OF INCORPORATION**  
**FOR**  
**GLENN'S SPORTING GOODS, INC.**  
**A CORPORATION FOR PROFIT**

FILED  
97 FEB 12 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**I. NAME AND PRINCIPAL OFFICE**

The name of the corporation is **GLENN'S SPORTING GOODS, INC.** and its principal office is 4605 West Jackson Street, Pensacola, Escambia County, Florida 32506.

**II. TERM**

The period of duration of the corporation is perpetual.

**III. PURPOSE**

The purpose or purposes for which the corporation is organized are to sell sporting goods and supplies and to do all other things incidental to such or connected with such that are not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign county, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign county; and further, to engage in any other activity or business permitted under the laws of the United States and of this state.

**IV. CAPITAL STOCK**

**A. Authorized Shares.** 100 shares of capital stock at \$1.00 per share (\$1.00 par value).

**B. Initial Issues.** 100 shares at \$1.00 par value.

**C. Stated Capital.** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.

**D. Restriction on Transfer of Shares.** None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth:

(1). Every offer shall be provided to the Corporation and each non-offering shareholder by a written Notice of Offer to Transfer by certified U.S. mail with the date of postmark being the official date of notice.

(2). The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer.

(3). Upon failure of the corporation to exercise its option(s) to purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

(4). This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

**E. Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**F. Capital Structure - Corporation.** The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) Estates, or (3) a trust as described in Title 26 United States Code 1371 defining a qualified small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

## **V. REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the corporation is 4605 West Jackson Street, Pensacola, Florida 32506 and the name of the initial registered agent at such address is **GLENN BROWNING**.

## **VI. DIRECTORS**

A. The Board of Directors shall consist of not more than seven (7) members and not less than three (3) members, who need not be residents of the State of Florida or shareholders of the corporation.

B. The name and address of the persons who will serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

**Hobert Glenn Browning**  
President

412 North 72nd Ave.  
Pensacola, FL 32506

**Robert Glenn Browning**  
Vice President

80 Stetson Road  
Pensacola, Florida 32506

**Lorna Browning**  
Secretary/Treasurer

412 North 72nd Ave.  
Pensacola, Florida 32506

**Elizabeth Marie Stanley**

412 North 72nd Ave.  
Pensacola, Florida 32506

#### **VII. INCORPORATOR**

The name and address of the initial incorporator is:

**Hobert Glenn Browning**

412 North 72nd Ave.  
Pensacola, FL 32506


#### **VIII. SHAREHOLDERS ACTION**

A majority of the stockholders of the corporation shall be required for any shareholder action.

#### **IX. AMENDMENTS**

The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 30th day of January, 1997.

  
**Hobert Glenn Browning**  
INCORPORATOR

#### **ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place

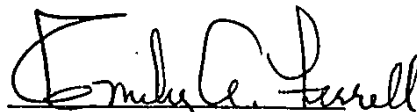
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**Hobert Glenn Browning**  
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 30th day of January, 1997 by **GLENN BROWNING** who is personally known to me and who did take an oath.

  
**EMILY A. FERRELL**  
NOTARY PUBLIC  
My Commission Expires:

FILED  
97 FEB 12 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:

**JOHN LEWIS ALLBRITTON**  
**ALLBRITTON & GANT, P.A.**  
Attorneys At Law  
322 West Cervantes Street  
Pensacola, Florida 32501  
FBN: 247421  
(904) 433-3230

