

P 9800092535

Requestor's Name
REGINALD ESTELL, JR.,
505 North Liberty Street,
Jacksonville, Florida 32202.
CORPORATION

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-10/29/98--01039--010
*****80.00 *****80.00
Office Use Only

ENT NUMBER(S), (if known): CC

- UPPER LEVEL SPORTS Management Group, Inc.
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|--|
| | Amendment |
| | Resignation of R.A., Officer/ Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

FILED
98 OCT 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
OCT 30 1998
6

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
UPPER LEVEL SPORTS MANAGEMENT GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

The name of this professional service corporation is Upper Level Sports Management Group, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to provide sports management services. The Corporation may also buy and sell real estate properties, in and around Florida, including but not limited to the City of Jacksonville. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as

required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the right, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III - STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1000

A. Shareholders of the corporations shall have preemptive rights to acquire their pro rata share of stock of the corporation and for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations share or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than ten (10) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The initial street of the principal office of this corporation is 505 NORTH LIBERTY STREET, JACKSONVILLE, FLORIDA 32207. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

The business affairs of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-Laws of the corporation. The shareholders may designate in the By-Laws for the deletion of the office for the Vice-President. Directors need not be a resident of the State of Florida or a shareholder of the Corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| A. Scott Hall President and Treasurer | 505 N. Liberty Street Jacksonville, FL 32202 |
| Gwedolyn L. Stroud Vice President and Secretary | 2465 E. Summertree Road Jacksonville, FL 32246 |

ARTICLE VIII - INCORPORATOR.

The name and address of the initial incorporator is as follows:

A. Scott Hall

505 North Liberty Street
Jacksonville, FL 32202

ARTICLE IX - REGISTERED AGENT

The initial designation of the registered agent office of this corporation shall be **REGINALD ESTELL, JR., 505 North Liberty Street, Jacksonville, Florida 32202.** Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



REGINALD ESTELL, JR.

ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than

Twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify an officer or Board Member, if any, to the full extent permitted by law.

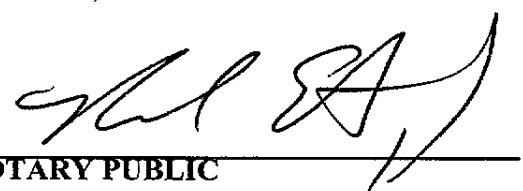
IN WITNESS WHEREOF, REGINALD ESTELL, JR., the incorporator, has hereunto set his hand and sel this 27th day of October, 1998.


A. SCOTT HALL

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared A. SCOTT HALL, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand official seal in the County and State named above, this 27th day of October, 1998.


NOTARY PUBLIC
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
REGINALD ESTELL, JR.
COMMISSION # CC707834
EXPIRES 1/13/2002
BONDED THRU ASA 1-888-NOTARY1

FILED
98 OCT 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA