

P99000003733  
TRANSMITTAL LETTER

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

100002736531--0  
-01/11/99--01030--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: \_\_\_\_\_

(Proposed corporate name - must include suffix)

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 of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: \_\_\_\_\_



HOMEWOOD SUITES HOTEL, CRABTREE VALLEY  
5400 EDWARDS MILL ROAD • RALEIGH, NC

FRED STORRE

Daytime Telephone number \_\_\_\_\_

FILED  
99 JAN 11 PM 1:35  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

1-13  
WS

**ARTICLE OF INCORPORATION  
OF  
PROFESSIONAL VIRTUAL GAMERS SOCIETY, INCORPORATED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 1:35

**ARTICLE I – NAME**

The name of this corporation is Professional Virtual Gamers Society, Incorporated.

**ARTICLE II – DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these articles with the Department of State.

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business which corporations may be incorporated under chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

**ARTICLE V – PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI – CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

## **ARTICLE VII – GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO SOME MATTERS**

The affirmative vote of a majority of the shares of this corporation entitled to vote shall be required for the authorization of a merger, consolidation, sale of subsequent assets and amendments.

## **ARTICLE VIII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

## **ARTICLE IX – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 996 Blanding Boulevard, Suite 220 , Orange Park, Florida 32073 and the name of the initial registered agent of this corporation at that address is Fred Stover.

## **ARTICLE X – INITIAL BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of and the business and affairs of the corporation shall be managed under the direction of the board of directors.

This corporation shall have three directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

Fred Stover  
211 Cokesbury Court  
Green Cove Springs, Florida 32043

Linda Stover  
211 Cokesbury Court  
Green Cove Springs, Florida 32043

Erick Stover  
211 Cokesbury Court  
Green Cove Springs, Florida 32043

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

### ARTICLE XI – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

### ARTICLE XII – INCORPORATOR

The name and address of the Incorporator signing these articles is Fred Stover, 211 Cokesbury Court, Green Cove Springs, Florida 32043.

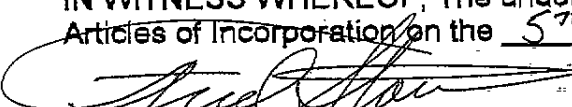
### ARTICLE XIII – INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

### ARTICLE XIV – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this reservation.

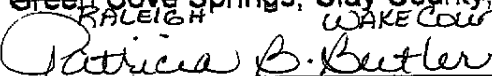
IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation on the 5<sup>th</sup> day of January, 1999.

  
Fred Stover, Incorporator

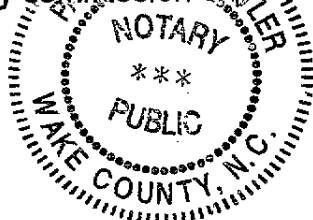
~~NC~~ ~~WAKE~~  
State of ~~Florida~~, County of ~~Clay~~

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Fred Stover unto me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS by my hand and official seal this 5<sup>th</sup> day of January, 1999 at  
Green Cove Springs, ~~Clay County~~, ~~Florida~~.

~~RALEIGH~~ ~~WAKE County, NC~~  


Notary Public  
State of ~~Florida~~ At Large ~~NC~~  
My commission expires: 3-11-2003



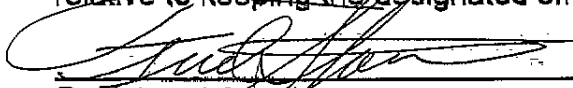
## SERVICE OF PROCESS CERTIFICATE

In compliance with section 48.091, Florida Statutes, the following is submitted:

That Profession Virtual Gamers Society, Incorporated, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 996 Blanding Boulevard, Suite 220, Orange Park, Florida 32073 has named Fred Stover, President, located at 211 Cokesbury Court, Green Cove Springs, Florida 32043 as its agent to accept service of process within this state.

## ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 1:35