

178834

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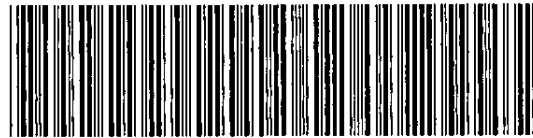
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Amended &  
Restated Articles

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E Name Change

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10 AUG 31 AM 11:22

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 AUG 31 PM 12:17

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AJR  
8/31/10

**RUTLEDGE, ECENIA & PURNELL**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

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GOVERNMENTAL CONSULTANTS  
JONATHAN M. COSTELLO  
MARGARET A. MENDUNI

August 31, 2010

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

*Via hand delivery*

Re: Volusia Jai-Alai, Inc.  
Document No. 178834

Dear Sir or Madam:

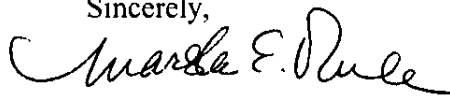
The enclosed Amended and Restated Articles of Incorporation of Volusia Jai-Alai, Inc. are submitted for filing, along with the registered agent's certificate of acceptance and my firm's check in the amount of \$43.75 to cover the filing fee and a certified copy.

Please return all correspondence concerning this filing to me at the following address:

Marsha E. Rule  
Rutledge, Ecenia & Purnell, P.A.  
119 South Monroe, Suite 202  
P.O. Box 1551  
Tallahassee, FL 32301

Thank you for your assistance and cooperation. Please feel free to call me if you have any questions.

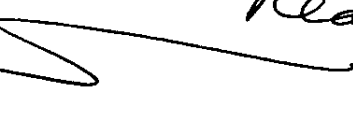
Sincerely,



Marsha E. Rule

Encl.

*Please Call  
When Ready*



FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

VOLUSIA JAI-ALAI, INC.

2010 AUG 31 PM 12:17

Document Number 178834

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Florida Statutes Section 607.1007, as hereafter amended and modified, the Board of Directors of Volusia Jai-Alai, A Florida Corporation, hereby amends and restates in its entirety the Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is now West Volusia Racing, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and purpose of the corporation shall be that of all kinds of indoor and outdoor amusements and attractions and the hiring of individuals and companies for such entertainments or shows, engaging in leasing, conducting restaurants, booths and stands of every kind and the leasing, owning and acquiring of such real estate as may in the opinions of the Board of Directors be necessary.

In addition to the foregoing powers and purposes, the corporation shall be empowered to operate dog kennel clubs, to operate dog racing, and generally all types of outdoor sports and amusements; further the selling and exchanging of real estate, lending and borrowing money and to obtain all other power and authority necessary to carry out or extent any of the above objects and all such other powers as conferred upon corporations by the Laws of the State of Florida.

ARTICLE III

STOCK

The total authorized capital stock of this corporation shall consist of five million (5,000,000) shares of common capital stock of the par value of \$.05 each. Said shares of common capital stock, or any portion thereof, may be sold and issued for such lawful consideration as shall be fixed, from time to time, by the Board of Directors of this corporation. Any such sale and issue by the corporation of its shares of common capital stock shall be free of any preemptive privilege or right on the part of any stockholder of

the corporation to purchase his prorata share thereof, which preemptive right, so to purchase is hereby expressly prohibited.

All stockholders shall share equally in such dividend as shall be declared, from time to time, by the Board of Directors; when declared, may be paid either in cash or in stock; and the stockholders may, in any dividend declared, at the discretion of the Directors, be given the right or privilege to elect and receive payment of such dividend either in cash or in the common capital stock of the corporation, at such price as shall be fixed by the Board of Directors, in the course, and as part, of such dividend declaration

#### ARTICLE IV

##### CAPITAL

The amount of capital with which corporation shall begin business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

##### CORPORATE EXISTENCE

This corporation shall exist perpetually, unless dissolved according to law.

#### ARTICLE VI

##### PRINCIPAL ADDRESS AND REGISTERED AGENT

The principal street address of this corporation shall be 40 Fountain Plaza, Buffalo, NY 14202, and the mailing address shall be 40 Fountain Plaza, 12<sup>th</sup> Floor, Legal Dept., Buffalo, NY 14202. The principal place of business of this corporation shall be at such place as may be determined by the Board of Directors of this corporation with the privilege of having branches or other offices within or without the State of Florida.

The name and Florida street address of the registered agent is CT Corporation System, 1200 South Pine Island Rd., Plantation, FL 33324.

## ARTICLE VII

### NUMBER OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) nor more than thirteen (13) persons, as shall be designated by the by-laws.

## ARTICLE VIII

### DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Arthur S. Clark, Jr.	228 N.E. 2 <sup>nd</sup> Avenue, Miami, Florida
Dolores J. Frittes	422 Alcazar, Coral Gables, Florida
Glen E. Smith	228 N.E. 2 <sup>nd</sup> Avenue, Miami, Florida

## ARTICLE IX

### OFFICERS

The names and post office addresses of the members of the officers, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Arthur S. Clark, Jr., President & Treasurer	228 N.E. 2 <sup>nd</sup> Avenue, Miami, Florida
Dolores J. Frittes, Secretary	422 Alcazar, Coral Gables, Florida
Glen E. Smith, Vice-President	228 N.E. 2 <sup>nd</sup> Avenue, Miami, Florida

## ARTICLE X

### SUBSCRIBERS

The names and post office addresses of each subscriber to this Certificate of Incorporation, and a statement of the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES OF COMMON STOCK</u>
Arthur S. Clark, Jr.	228 N.E. 2 <sup>nd</sup> Avenue, Miami, Florida	498
Dolores J. Frittes	422 Alcazar, Coral Gables, Florida	1
Glen E. Smith	228 N.E. 2 <sup>nd</sup> Avenue, Miami, Florida	1


ARTICLE XI

SPECIAL PROVISIONS

(a) 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 a director or officer, or are directors or officers of such other corporation, and any director or directors 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 or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved of any liability that might otherwise exist from this contracting with the corporation in which he may be anyway interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

(b) The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation this 26<sup>th</sup> day of August 2010.

  
 Name: Daniel G. Francati  
 Title: Director and President


## CORPORATE CERTIFICATE

In compliance with Section 607.1007, Florida Statutes, Volusia Jai-Alai, Inc. certifies that:

1. The attached Amended and Restated Articles of Incorporation of Volusia Jai-Alai, Inc. were adopted by the Board of Directors, and are effective upon filing with the Florida Department of State.
2. The Amended and Restated Articles of Incorporation do not contain an amendment requiring shareholder approval.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Corporate Certificate as of this 26<sup>th</sup> day of August, 2010.

VOLUSIA JAI- ALAI, INC.



Name: Daniel G. Francati

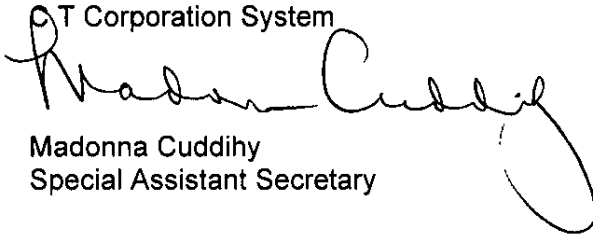
Title: Director and President

## ACCEPTANCE OF REGISTERED AGENT

C T Corporation System, having been named as registered agent to accept service of process for Volusia Jai-Alai, Inc. at the place designated in the Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607.0505, F.S.

Dated this 20th day of August, 2010

C T Corporation System

A handwritten signature in black ink, appearing to read "Madonna Cuddihy". The signature is written in a cursive style with a large, looping flourish at the end.

Madonna Cuddihy  
Special Assistant Secretary