

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

This Instrument Prepared By:
Brent L. Callihan, Attorney at Law
P. O. Box 1012
Alabaster, Alabama 35007-1012

**ARTICLES OF INCORPORATION
OF
Sports Exchange, Inc.**

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned sole incorporator does hereby make and file these Articles of Incorporation, pursuant to the provisions of said law, to become thereunder a body corporate, for the purposes of carrying on the business hereinafter named, and hereby declares and certifies:

ARTICLE I

The name of the corporation shall be **Sports Exchange, Inc.**

ARTICLE II

Inst # 1998-21931

The duration of this corporation shall be perpetual.

06/12/1998-21931
ARTICLE II : 47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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The objects and purposes for which this corporation is formed are:

(a) To engage in the business of the purchasing, manufacturing, re-manufacturing, reconditioning, refurbishing, wholesale, and retail sale of sporting equipment, materials, supplies, training aids, and any other product, whether tangible or intangible, which can be used in conjunction with any sporting endeavor;

(b) To engage in the mail-order sale, both through wholesale and retail outlets, of any sporting equipment, materials, supplies, training aids, and any other product, which can be used in conjunction with any sporting endeavor; and

(c) To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE IV

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be 250 shares of common stock at the par value of Two and No/100 Dollars (\$2.00) per share.

ARTICLE V

The initial registered office of the corporation shall be at 2834 J, Hwy. 31 South, Pelham, Alabama 35124, and the initial registered agent at such address shall be Daryl Lawrence Lee.

ARTICLE VI

The initial Board of Directors shall consist of three (3) persons. The name and addresses of the persons who shall serve as the directors until the first annual meeting of the shareholders of the corporation or until her successor is elected and qualified is:

Daryl Lawrence Lee
86 Greenpark South
Pelham, AL 35124

President

Daina Lynn Lee
86 Greenpark South
Pelham, AL 35124

Vice-President

Linda Sue Lee
86 Greenpark South
Pelham, AL 35124

Secretary

ARTICLE VII

The names and addresses of the incorporators are:

Daryl Lawrence Lee
86 Greenpark South
Pelham, AL 35124

Daina Lynn Lee
86 Greenpark South
Pelham, AL 35124

Linda Sue Lee
86 Greenpark South
Pelham, AL 35124

ARTICLE VIII

The shareholders of this corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

ARTICLE IX

This corporation shall have all the rights, powers, privileges and immunities conferred by said laws and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part as fully as though set out herein.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by the By-Laws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or Shareholders;
- (b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends, to determine the date or dates for declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;
- (c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition

to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE XI

This corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the corporation is solvent), as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, or property actually received and applied to the corporation's purposes. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor or property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificate therefor.

ARTICLE XII

This corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefor.

ARTICLE XIII

All persons who shall acquire shares of stock in this corporation shall acquire such shares subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said shares on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE XIV

Every person (and the heirs, executors and administrators of such person) who is or was an

officer, director or employee of the corporation, or of any other corporation which such person served as such at the request of the corporation, and of which the corporation directly or indirectly is a shareholder or creditor, or in which, or in the stocks, bonds, securities or other obligations of which it is in any way interested, may be indemnified by the corporation against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of such person being or having been an officer, director or employee of the corporation or such other corporation, or by reason of any employee of the corporation or such other corporation, or by reason of any action not taken by such person in such capacity, whether such person continues to be an officer, director or employee at the time such liability or expense shall have been incurred, provided such person acted in good faith in what such person reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. As used herein, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the corporation, but only if the Board of Directors shall find that such person has met the standards of conduct set forth in the preceding paragraph.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any By-Law, agreement, vote of the shareholders, or otherwise.

ARTICLE XV

The Directors and/or Shareholders may waive, in writing, any requirement under the laws of the State of Alabama (where the laws permit such waiver) for the holding of a formal meeting with respect to any business to be transacted by this corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors and/or shareholders without the formality of a meeting, which resolution when so executed or consented to

shall be valid and binding on this corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

ARTICLE XVI

The private property of the shareholders shall not be subject to payment of corporate debts as to any extent whatsoever.

ARTICLE XVII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, the Incorporators have hereunto signed and subscribed their names and files these Articles for record in the Office of the Probate Judge of Shelby County, Alabama, for the purpose of forming a corporation effective the 5th day of June, 1998.


DARYL LAWRENCE LEE


LINDA SUE LEE


DAINA LYNN LEE

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Sports Exchange, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Brent Callahan, P O Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning June 2, 1998 and expiring October 1, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



June 2, 1998
Date

Jim Bennett

Secretary of State

Inst # 1990-21931

06/12/1998-21931
11:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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