

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

WY

Examiner

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Gene A. Blumenreich

Fine & Ambrogne
133 Federal Street
Boston, MA 02110

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

SUMMIT SPORTS, INC.

2. The purpose for which the corporation is formed is as follows:

See Continuation Sheet 2A.

MS
Name
Approved

- C
- P
- M
- R.A.

82-196001

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

6

The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$.....
Common	15,000			

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

N/A.

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None.

*6. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheet 6A.

*If there are no provisions state "None".

CONTINUATION SHEET 2A

The purposes of the Corporation shall be:

To engage generally in the business of developing, managing and operating a professional football team and, to be a General Partner or Limited Partner of, or to own any Partnership interest in, a professional football team;

To acquire, create, hold, own, buy, sell, exchange, mortgage, pledge, assign or dispose of any interest in any business entity, including, without limitation, any partnership interests, whether general or limited, as well as any rights, options, warrants, powers or authorities appurtenant thereto;

To acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be incorporated under the laws of the Commonwealth of Massachusetts; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performances of any liabilities, obligations or contracts of such persons, firms, associations or corporations; and to conduct the whole or any part of any business thus acquired;

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any amount thereof, and of the interests thereon, by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

CONTINUATION SHEET 2A

In addition to and without limitation of the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Massachusetts General Laws, Chapter 156B, and in general, to possess and exercise all of the powers and privileges granted by the Massachusetts General Laws or by any other law of the Commonwealth of Massachusetts or by these Articles of Organization together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

CONTINUATION SHEET 6A

(a) Meetings of stockholders may be held either in Massachusetts or elsewhere in the United States.

(b) The corporation may be a partner in any business enterprises which the corporation would have power to conduct by itself.

(c) The Directors may make, amend or repeal the By-laws, in whole or in part, except with respect to any provision thereof which, by law or by the terms of the By-laws, requires action by the stockholders.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation of Massachusetts is:

85 East India Row, Suite 25B, Boston, MA 02110

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	George J. Matthews,	15 Hickory Hill,	Manchester-by-the-Sea, Massachusetts 01944
Treasurer:	Randel E. Vataha,	24 Fairview Road,	Canton, MA 02021
Clerk:	Randel E. Vataha,	24 Fairview Road,	Canton, MA 02021
Directors:	George J. Matthews,	as above	
	Randel E. Vataha,	as above	

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

The first Thursday in March

e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization
this day of 19

Gene A. Blumenthal

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

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SECRETARY OF
THE COMMONWEALTH

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THE COMMONWEALTH OF MASSACHUSETTS

CORPORATION DIVISION

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$156.00 having been paid, said articles are deemed to have been filed with me this 15th day of July 1982

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO:

..... JOHN L. CIARDI

..... FINE & AMBROGNE

133 Federal Street
Boston, MA 02110

Telephone .. (617) 482-0100

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

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JUL 29 1982