

10/6/2016

Division of Corporations

MIL6000845

Florida Department of State  
Division of Corporations  
Office of Business Filings

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations  
Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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Fax Number : (850)878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: \_\_\_\_\_

2017 OCT -6 PM 12:20

Foreign Limited Liability Company  
Topgolf Payroll Services, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

2016 OCT -6 A 9:35  
TALLAHASSEE, FLORIDA

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D. BRUCE  
OCT 07 2016

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Topgolf Payroll Services, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Cheree Goodall

Name of Person

Topgolf International, Inc.

Firm/Company

8750 N Central Expressway, Suite 1200

Address

Dallas, TX 75231

City/State and Zip Code

Teresa.Cook@topgolf.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheree Goodall

214

501-5052

at ( )

Name of Contact Person

Area Code

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

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

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

TALLAHASSEE, FL 32301  
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Toppolf Payroll Services, LLC (Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 81-3843118 (FEI number, if applicable)

4. (Date first transacted business in Florida, if prior to registration.) (See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 8750 N Central Expressway, Suite 1200 Dallas, TX 75231 (Street Address of Principal Office)

6. 8750 N Central Expressway, Suite 1200 Dallas, TX 75231 (Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System Office Address: 1200 South Pine Island Road Plantation, Florida 33324 (City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Denise Bell (Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

- Toppolf International, Inc. - sole member - 8750 N Central Expressway, Suite 1200, Dallas, TX 75231 Kenneth May - President - 8750 N Central Expressway, Suite 1200, Dallas, TX 75231 William Davenport - VP, CFO & Secretary - 8750 N Central Expressway, Suite 1200, Dallas, TX 75231

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

W.D.A. Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

William H. Davenport Typed or printed name of signee

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOPGOLF PAYROLL SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6145772 8300

SR# 20166079387

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203112279

Date: 10-05-16