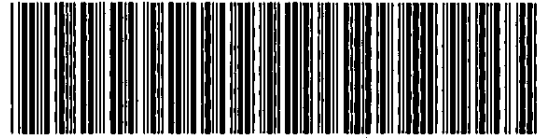


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*Amended Art  
Restated Art*

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

T. Roberts SEP 17 2007

**Bernard S. Peck**  
J.D., Member FL & CT Bars

**Daniel D. Peck**  
J.D., Member FL & CT Bars

**Mark E. Adamczyk**  
J.D., Member FL & GA Bars

**Brian J. Downey**  
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LL.M. in Taxation

## **Peck & Peck**

*Attorneys at Law*

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5801 Pelican Bay Boulevard  
Naples, Florida 34108-2709

Telephone  
(239) 566-3600

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Facsimile  
(239) 566-3977

September 6, 2007

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32301

**Re: Gulf Coast Junior Golf Tour, Inc.**

Dear Madam:

Enclosed for filing is the original and one copy of the Amended and Restated Articles of Incorporation for the above named corporation, together with a check to your order in the sum of \$35.00 representing the filing fee.

Please process the enclosed documents and return the stamped copy of the each to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Mark E. Adamczyk

MEA:sms  
Enclosures  
cc: Chris Gray

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
GULF COAST JUNIOR GOLF TOUR, INC.**

**FILED  
07 SEP 10 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

[These Amended and Restated Articles supersede any prior articles of the Corporation.]

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation, as set forth by the undersigned, a majority of whom are citizens of the United States, desiring to form a Not for-Profit Corporation, do hereby certify:

1. The name of the Corporation shall be: **Gulf Coast Junior Golf Tour, Inc.**
2. The place in this state where the principal office of the Corporation is to be located, and the mailing address for the Corporation, is 5801 Pelican Bay Blvd., Suite 103, Naples, Florida 34108.
3. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, this corporation is organized to operate not-for-profit junior golf leagues, including but not limited to The Gulf Coast Junior Tour and The First Tee program, and related activities, and for all other purposes allowed a Florida corporation.
4. The names and addresses of the persons who are the directors of the corporation are as follows:

Chris Gray 44 Cajeput Drive Naples, Florida 34108	Mark Adamczyk 5801 Pelican Bay Blvd. Suite 103 Naples, Florida 34108
Rodney Bungartz P.O. Box 576, c/o 6109 Wellington Dr, 34109 Naples, Florida 34106	Kathy Padgett 2620 Tiburon Drive Naples, FL 34109
Paul E. Manley 8889 Pelican Bay Blvd. #200 Naples, Florida 34108	
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying

Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

6. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

8. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

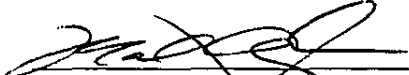
10. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.


12. The street address of the registered office of this corporation is 5801 Pelican Bay Blvd., Suite 103, Naples, Florida 34108 and the name of the registered agent of this corporation at that address is Mark E. Adamczyk, Esq.

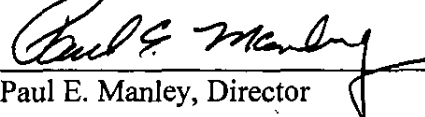
In witness whereof, we have hereunto subscribed our names this 29 day of August, 2007.

  
Chris Gray, Director

  
Mark Adamczyk, Director

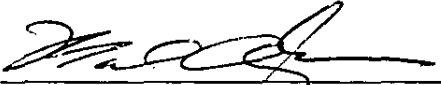
  
Rodney Bungartz, Director

  
Kathy Padgett, Director

  
Paul E. Manley, Director

I, Mark Adamczyk, agree to serve as resident agent and accept service for **GULF COAST JUNIOR GOLF TOUR, INC.** at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 29 day of August, 2007.

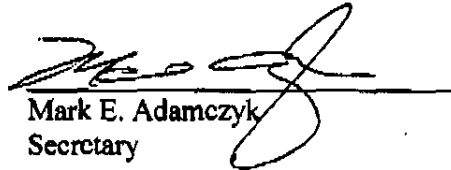
  
Mark E. Adamczyk, Esq.

**ADOPTION OF AMENDED ARTICLES OF INCORPORATION**

**OF**

**GULF COAST JUNIOR GOLF TOUR, INC.**

The Amended Articles of Incorporation for the above-referenced corporation were adopted at an Annual Meeting of the Board of Directors of the corporation on August 29, 2007. The non-profit corporation does not have ~~shareholders~~ <sup>members</sup>. The amended articles were adopted unanimously by the Board of Directors with no ~~shareholder~~ <sup>member</sup> approval being required.

  
Mark E. Adamczyk  
Secretary