

N96000002881

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600

(Address)
Tallahassee, Florida 32302

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. United States Croquet Association, Inc. 200001845792
(Corporation Name) (Document #) 05/31/96 02038-017
***122.50 ***122.50
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

Walk in Pick up time 1:00 Certified Copy

Mail out Will wait Photocopy Certificate of Status

FILED
 RECEIVED
 06 MAY 31 PM 12:29
 96 MAY 31 AM 9:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Handwritten initials and date: SRS 5/31/96

Law Offices

HOLLAND & KNIGHT

A Partnership Including Professional Corporations

60 North Laura Street, Suite 3000
P.O. Box 82607 (ZIP 32201-2087)
Jacksonville, Florida 32202
904-353-2000
FAX 904-358-1872

Atlanta	St. Petersburg
Fort Lauderdale	Tallahassee
Lakeland	Tampa
Miami	Washington, D.C.
Orlando	West Palm Beach

May 30, 1996

VIA FACSIMILE--904-487-6013

ATTN:
Sheldon

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: United States Croquet Association, Inc.

Dear Sir or Madam:

In accordance with your request, this letter is to clarify that the corporation for which we have presented Articles of Incorporation, United States Croquet Association, Inc., is being formed by the present members, officers and managing committee of the New York corporation, United States Croquet Association Ltd., which is qualified in the State of Florida as a foreign corporation. The members, officers and managing committee of the New York corporation have no objection to the filing of the articles of the proposed Florida corporation using a nearly-identical name; and they have authorized me to hereby release the State from any claim the New York corporation may have against the State for the filing of the Articles of Incorporation for United States Croquet Association, Inc., or similarly any claim the new Florida corporation might have.

For your information, the client intends to file Articles of Merger next week which will merge the New York corporation into the Florida corporation, and thereafter the New York corporation will cease to exist.

Thank you for your assistance in this matter. Please call me if any additional information is required in order to file the Articles of Incorporation today.

Very truly yours,

HOLLAND & KNIGHT



Charlene Francis

CF/jvc

FAX-204591

ARTICLES OF INCORPORATION
OF
UNITED STATES CROQUET ASSOCIATION, INC.

FILED
96 MAY 31 PM 12:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of UNITED STATES CROQUET ASSOCIATION, INC., under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

UNITED STATES CROQUET ASSOCIATION, INC.

ARTICLE II - ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

11558 POLO CLUB ROAD
WEST PALM BEACH, FL 33414

ARTICLE III - DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV - PURPOSE

The corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, including but not limited to the following:

4.1 To encourage, promote and govern the development of the sport of croquet in the United States.

4.2 To develop and promulgate the rules of play of the corporation and to sanction the use of such other rules, including International Rules, Golf Croquet Rules and those recognized by The World Croquet Federation, in the United States as the corporation shall from time to time determine.

4.3 To promote, sanction, hold and manage amateur national and regional tournaments, exhibitions, matches, etc., and to provide official managers, referees and handicappers.

4.4 To control the registration of amateur croquet clubs in the United States and render assistance to any club.

4.5 The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

4.6 Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

4.7 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

4.8 In the event of dissolution of the corporation, the residual assets of the corporation will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code. Provided, however, that the corporation shall at all times so long as a mortgage on the corporation's property is held or insured by the Secretary of Housing and Urban Development have the power to convey its property to the Secretary of Housing and Urban Development or his nominee, for exclusively public purposes.

ARTICLE V - LIMITATIONS ON CORPORATE POWER

5.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 this Article.

5.2 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 distributing of statements) any political campaign on behalf of any candidate for public office.

5.3 Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI - MEMBERS

The corporation will have no members.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation's board of directors will be known as the Management Committee.

The initial Management Committee has twelve (12) members. The number of Management Committee members may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of Management Committee members shall be as provided in the bylaws. The names of the initial Management Committee members are:

Ray Bell	2219 E. Earl Drive Phoenix, AZ 85016
Freeman A. Berne	P.O. Box 3249 Bald Head, NC 28461
Damon Bidencope	2500 Montrose Court Charlotte, NC 28207
Richard Brackett	245 E. 63rd Street #32C New York, NY 10021
Michael Gibbons	c/o Estee Lauder 767 Fifth Avenue New York, NY 10021
James H.U. Hughes	238 Old Kennett Road Kennett Square, PA 19348
Walt Janitz	Steelcore 5153 Commerce Square Drive #A Indianapolis, IN 46237
William Ellery McClatchy	1325 Ink Grade Road Pope Valley, CA 94567

James B. Miles	900 N. Taylor Street, Apt. 817 Arlington, VA 22203
Biff Roche	807 Lake Street S., Apt. 302 Kirkland, WA 98033
John Whitt	120 Centre Street Dover, MA 02030
Charles W. Low	205 East North Street Mayfield, KY 42066

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Charlene Francis	50 N. Laura Street Suite 3900 Jacksonville, FL 32202

ARTICLE X - INDEMNIFICATION

10.1 The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a Management Committee member or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or Management Committee member, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

10.2 The corporation by action of its Management Committee, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its Management Committee, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Management Committee, the authority granted to the Management

Committee in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

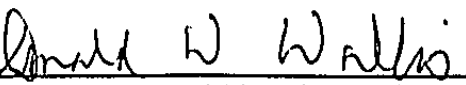
The undersigned Incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation on May 30, 1996.


Charlene Francis, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Donald W. Wallis, Vice President
Registered Agent

Dated: May 30, 1996

JAX-204013
95000-54168

FILED
96 MAY 31 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N9600000288 /
 N9600000288 /

TODD A. STERZOY
 Holland and Knight

(Requestor's Name)
 315 South Calhoun Street Suite 600
 (Address)
 Tallahassee, Florida 32302
 (City, State, Zip) (Phone #)

FILED
 95 JUN -5 PM 2:05
 OFFICE USE ONLY

100001851911
 -06/05/96--01066--019
 ***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. US Croquet Assoc. CLE
 (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #) *Merger*
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

Walk in Pick up time 1:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 95 JUN -5 AM 11:11
 DIVISION OF CORPORATION

Examiner's Initials

N96000002881



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNITED STATES CROQUET ASSOCIATION, LTD. INC., a New York corp.
P12789

INTO

UNITED STATES CROQUET ASSOCIATION, INC., a Florida corporation,
N96000002881

File date: June 5, 1996

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

OF

UNITED STATES CROQUET ASSOCIATION LTD., A NEW YORK
NOT-FOR-PROFIT CORPORATION

INTO

UNITED STATES CROQUET ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
96 JUN -5 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with Section 617.1105, Florida Statutes, hereby adopt these Articles of Merger for the purpose of merging into one of such corporations:

ARTICLE I - PLAN OF MERGER; APPROVAL

The Plan of Merger, a copy of which is attached hereto and incorporated herein by reference, was duly adopted and approved by unanimous written consent in lieu of a special meeting of the Management Committee of the Terminating Corporation dated June 1, 1996, pursuant to Sections 903(a)(3) and 902(a), New York Consolidated Laws. The Plan of Merger was duly adopted and approved by unanimous written consent in lieu of a special meeting of the Management Committee of the Surviving Corporation dated June 1, 1996, pursuant to Section 617.0821, Florida Statutes. Capitalized terms used in these Articles of Merger shall have the same meanings given to them in the Plan of Merger.

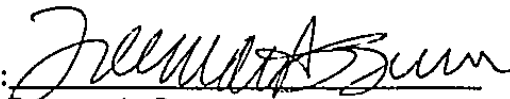
ARTICLE II - EFFECTIVE DATE

The effective date of the Merger shall be the date these Articles of Merger are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the 1st day of June, 1996.

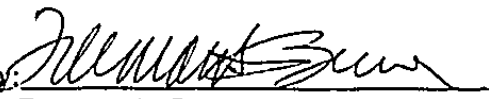
TERMINATING CORPORATION:

UNITED STATES CROQUET
ASSOCIATION LTD., a New York
Not-for-profit corporation

By: 
Freeman A. Berne
Its: President

SURVIVING CORPORATION:

UNITED STATES CROQUET
ASSOCIATION, INC., a Florida
Not-for-profit corporation

By: 
Freeman A. Berne
Its: President

PLAN OF MERGER
OF
UNITED STATES CROQUET ASSOCIATION LTD., A NEW YORK
NOT-FOR-PROFIT CORPORATION
INTO
UNITED STATES CROQUET ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned corporations, in accordance with Section 617.1107, Florida Statutes, and Section 906, Consolidated Laws of New York, hereby adopt the following Plan of Merger:

ARTICLE I - CONSTITUENT CORPORATIONS

The parties to these Articles and Plan of Merger are **United States Croquet Association Ltd.**, a New York Not-for-profit corporation (the "Terminating Corporation") and **United States Croquet Association, Inc.**, a Florida Not-for-profit corporation (the "Surviving Corporation"). The Terminating Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall exist under and be governed by the laws of the State of Florida.

ARTICLE II - MEMBERS

2.1 The Terminating Corporation currently has members in accordance with the provisions of its Bylaws, including Member Clubs, Associate Organizations, Individual Members and Honorary Members (collectively, the "Members"). Members have no voting rights with respect to the Merger.

2.2 The Surviving Corporation has no members.

ARTICLE III - TERMS AND CONDITIONS OF MERGER

3.1 Upon the filing and effectiveness of Articles of Merger with the Florida Department of State, the membership of each Member of the Terminating Corporation shall, by virtue of the merger and without any action on the part of the Member, be converted into a like membership in the Surviving Corporation, and membership in the Terminating Corporation shall thereafter be cancelled and deemed null and void.

3.2 The Bylaws of the Terminating Corporation, as in effect on the effective date of the Merger, shall be the Bylaws of the Surviving Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof or in the manner permitted by the applicable provisions of law.

3.3 From and after the effective date of the merger, the Surviving Corporation's officers, Management Committee members, and all other committees and members thereof shall be the same as the Terminating Corporation's officers, Management Committee members, and other committees and members thereof prior to the merger. The officers and committee members of the Surviving Corporation shall hold office subject to the provisions of the Bylaws, Articles of Incorporation and applicable law.

3.4 From and after the effective date of the merger, the taxpayer identification number of the Surviving Corporation shall be the same as the taxpayer identification number of the Terminating Corporation prior to the merger.

3.5 On the effective date of the merger, the separate existence of the Terminating Corporation shall cease (except to the extent continued by statute), and all of its respective property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments shall not generally be necessary, but when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of the Terminating Corporation by the last acting officers thereof or by the corresponding officers of the Surviving Corporation.

ARTICLE IV - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, with the following modification:

ARTICLE VI MEMBERS shall be deleted in its entirety and, in lieu thereof, the following language shall be inserted:

"ARTICLE VI MEMBERS

"The categories of membership in the corporation, the qualification for members and the manner of their admission shall be determined as provided in the Bylaws of the Corporation."

ARTICLE V - NEW YORK AGENT FOR SERVICE OF PROCESS

5.1 In accordance with the provisions of subparagraph (d)(2)(D) of section 906, Consolidated Laws of New York, Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Terminating Corporation, and that the Surviving Corporation may be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (e) of section 907, Consolidated Laws of New York, or the use made of such property, or any transaction in connection therewith.


5.2 In accordance with the provisions of subparagraph (d)(2)(E) of section 906, Consolidated Laws of New York, Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306, Consolidated Laws of New York, in any action or special proceeding described in section 5.1 of this Plan of Merger, and the post office address in the State of Florida to which the Secretary of State shall mail a copy of the process in such action or special proceeding is as follows:

11558 Polo Club Road
West Palm Beach, Florida, 33414

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger effective as of the 1st day of June, 1996.


TERMINATING CORPORATION:

UNITED STATES CROQUET
ASSOCIATION LTD., a New York Not-
for-profit corporation

By: 
Freeman A. Berne
Its: President

SURVIVING CORPORATION:

UNITED STATES CROQUET
ASSOCIATION INC., a Florida Not-for-
profit corporation

By: 
Freeman A. Berne
Its: President

JAX-204043.2