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March 26, 1998

**FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200002470792--7

RE: NEW CORPORATION - NOT FOR PROFIT  
INTERNATIONAL GOLF PHOTOGRAPHERS ASSOCIATION, INC.  
(A not-for-profit corporation)

-03/27/98--01071--005  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ladies and Gentlemen:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for **INTERNATIONAL GOLF PHOTOGRAPHERS ASSOCIATION, INC., (A not-for-profit corporation)**, with our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, pre-paid Federal Express envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your help and prompt attention to this matter, I remain,

Very truly yours,

Cindy J. Kindig  
Secretary to  
Joseph P. Mullen

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

/cjk  
Enc.  
corp/secstate.

Q13-30-98

3/26/98

This instrument prepared by:  
JOSEPH P. MULLEN, ESQ.  
Mullen & Bizzarro, P.A.  
2929 E. Commercial Boulevard  
Suite PH-C  
Ft. Lauderdale, FL 33308  
(954) 772-9100

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

INTERNATIONAL GOLF PHOTOGRAPHERS ASSOCIATION, INC.  
(A not-for-profit corporation)

### ARTICLE I - NAME

The name of the Corporation is INTERNATIONAL GOLF PHOTOGRAPHERS ASSOCIATION, INC.

### ARTICLE II - PURPOSE

This is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes for which the Corporation is organized are as follows:

1. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.
2. To operate as a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.
3. To advance and further the common interests and goals of professional photographers throughout the United States of America and throughout the world who specialize in the photographing of golfing-related persons, places or events.

4. Provided, however, the Corporation shall not engage in any action which is not permitted to be carried on by non-profit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

#### **ARTICLE III - POWERS**

The Corporation shall have the following powers:

1. All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.

2. To employ personnel, or to contract with third parties necessary to perform the obligations, services, functions and duties of the Corporation and/or to contract with others for the performance of such obligations, services and/or duties.

3. To sue and be sued.

#### **ARTICLE IV - MEMBERS**

The Corporation shall have one class of Members, all of whom shall have the right to vote. The initial Members who have been invited to be Members of the Corporation are identified hereafter. Members may be removed upon the vote and affirmation of a majority of the Members. Members shall have all of the rights and

privileges as enumerated in the By-Laws of the Corporation. The name and address of each initial Member is as follows:

<u>Name</u>	<u>Address</u>
JIM MORIARTY	515 South Highland Road Southern Pines, NC 28233
D. MICHAEL O'BRYON	2800 N.E. 41st Street Ft. Lauderdale, Florida 33308
STEPHEN SZURLEJ	Long Bridge Road Danbury, CT 06810
FRED VUICH	133 Aberdeen Drive Cranberry Twp, PA 16066
PHIL SHELDON	40 Mannor Road Barnet Herts, EN5 2JQ
MATTHEW HARRIS	24 New Road Aston Clinton, Bucks HP2225JD, England
SAM GREENWOOD	2415 Costa Verde Boulevard # 315 Ponte Vedra Beach, FL 32250

#### ARTICLE V - BOARD OF DIRECTORS

Except as hereafter qualified, the affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3), nor more than five (5), persons. The number of directors constituting the initial Board of Directors shall be three (3). The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
JIM MORIARTY	515 South Highland Road Southern Pines, NC 28233
D. MICHAEL O'BRYON	2800 N.E. 41st Street Ft. Lauderdale, Florida 33308
STEPHEN SZURLEJ	Long Bridge Road Danbury, CT 06810

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting and, thereafter, until qualified successors are duly elected and have taken office.

The By-laws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the By-laws but shall in no case be less than three.

#### ARTICLE VI - OFFICERS

Officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, Vice-President, Treasurer and Secretary. Other officers may be provided for in the By-laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The following persons shall serve as Officers until the first election under these Articles of Incorporation:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	JIM MORIARTY	515 South Highland Road Southern Pines, NC 28233

Secretary/ Treasurer	D. MICHAEL O'BRYON	2800 N.E. 41st Street Ft. Lauderdale, Florida 33308
Vice/ President	FRED VUICH	133 Aberdeen Drive Cranberry Twp, PA 16066
Vice/ President	PHIL SHELDON	40 Mannor Road Barnet Herts, EN5 2JQ

#### ARTICLE VII - INDEMNIFICATION

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an incorporator, director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the actions or non-actions of such person giving rise to such claim or suit were due to such person's gross and wilful misfeasance or malfeasance and, with respect to any criminal action or proceeding, if such person had no reasonable cause to believe his or her conduct was unlawful. No indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross and wilful misfeasance or malfeasance in the performance of his or her duty to the Association unless, and only to the extent that the court in

which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

2. To the extent that an incorporator, director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Paragraph 1 above, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by such person in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he or she has met the

applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by a majority of the Voting Members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the incorporator, director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any By-Law, agreement, vote of Voting Members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be an incorporator, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an



incorporator, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against, and incurred by, such person in any such capacity, as arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

#### **ARTICLE VIII - INCORPORATORS**

The following person is the incorporator of this Corporation:

Name:

Address:

D. MICHAEL O'BRYON

2800 N.E. 41st Street  
Fort Lauderdale, Florida 33308

#### **ARTICLE IX - PRINCIPAL OFFICE: REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street and mailing address of the Corporation's initial principal office is Suite 119, 6278 North Federal Highway, Fort Lauderdale, Florida 33308. The address of the Corporation's initial registered office is 2800 N.E. 41st Street, Fort Lauderdale, Florida 33308. The initial registered agent at such address shall be D. MICHAEL O'BRYON.

#### **ARTICLE X - AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in

the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a meeting of the Members, which may be the annual meeting of Members or at a special meeting of Members.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Corporation.

4. Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.

5. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

6. Upon the approval of an amendment of these Articles, Articles of Amendment shall be executed and delivered to the Department of State, as provided by law.

#### **ARTICLE XI - BY-LAWS**

The first By-Laws shall be adopted by the Board of Directors at its initial organizational meeting, and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### **ARTICLE XII - NONSTOCK BASIS**

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type of class of stock, but may issue membership certificates if so provided in the By-laws.

#### **ARTICLE XIII - TERM**

The Corporation shall have perpetual existence.

#### **ARTICLE XIV - DISSOLUTION**

The Corporation may be dissolved as provided by law. In the event of dissolution or final liquidation of the Corporation, the assets, both real and personal of the Corporation, shall be distributed to the Members on a pro rata basis.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 26th of March, 1998.

INCORPORATOR:

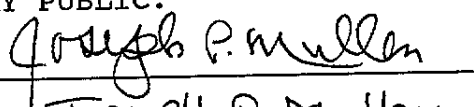
  
D. MICHAEL O'BRYON

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of March, 1998, by D. MICHAEL O'BRYON, who is personally known to me or who has produced a Florida driver's license as identification.

NOTARY PUBLIC:

SIGN

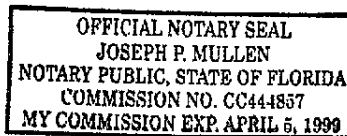


PRINT

JOSEPH P. Mullen  
State of Florida at Large

(SEAL)

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1997), the following is submitted.

That, INTERNATIONAL GOLF PHOTOGRAPHERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, by and through its incorporator, D. MICHAEL O'BRYON, has named D. MICHAEL O'BRYON, as its agent to accept service of process within the State of Florida.

Dated: March 26, 1998

INTERNATIONAL GOLF PHOTOGRAPHERS  
ASSOCIATION, INC.,  
a Florida not-for-profit  
corporation

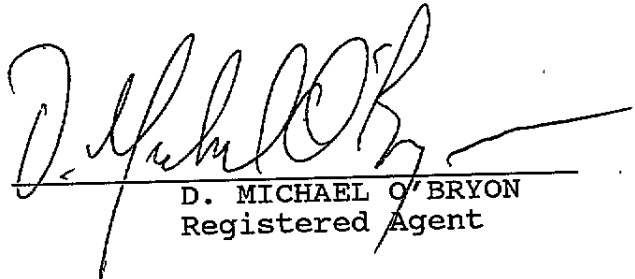
By: 

D. MICHAEL O'BRYON  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: March 26, 1998

  
D. MICHAEL O'BRYON  
Registered Agent

**FILED**  
98 MAR 27 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA