

# N99000001544

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

EFFECTIVE DATE  
3/11/99

Office Use Only

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

1. The First Tee of Jacksonville Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
99 MAR 12 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-03/12/99-01041-022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Walk-in

Pick up time 2:00

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Partnership
<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 type="checkbox"/>	Merger

PLEASE FILE  
Articles of  
Incorporation

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"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
99 MAR 12 AM 10:11  
DIVISION OF CORPORATION

8.00PM MAR 12 1999

ARTICLES OF INCORPORATION  
OF  
THE FIRST TEE OF JACKSONVILLE, INC.

FILED  
99 MAR 12 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of The First Tee of Jacksonville, Inc. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: The First Tee of Jacksonville, Inc.

EFFECTIVE DATE  
3/11/99

ARTICLE II. ADDRESS

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

4655 Salisbury Road, Suite 300  
Jacksonville, Florida 32256

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Association is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, including but not limited to the following:

1. the creation and operation of facilities and programs that make the game of golf more affordable and accessible, emphasizing the introduction of children of all races and economic backgrounds to golf, in an effort to achieve the following objectives:

(a) improve the game's accessibility, making golf more available to people of all social strata, particularly children;

(b) provide every child, regardless of race and economic background, the opportunity to learn and play golf;

(c) instill the game's inherently positive values, such as honesty, integrity, sportsmanship and self-discipline;

(d) teach children that dedication, sound values and education are keys to success;

(e) develop in participants greater self-esteem, civic responsibility and confidence to broaden their goals in life;

(f) create employment and advanced educational opportunities for participants; and

2. the creation and operation of such other facilities and programs as are necessary or desirable to promote the game of golf and to educate the public about the game and the benefits of participating in the Association's programs.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or 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 Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(c)(3) of the Internal Revenue Code), 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.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) 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.

ARTICLE VI. MEMBERS

The corporation will have no members.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 4655 Salisbury Road, Suite 300, Jacksonville, Florida 32256 as the street address of the initial registered office of the corporation and names Edward J. Grenadier 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 has ten (10) directors initially. The number of directors 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 the directors shall be as provided in the bylaws. The names of the initial directors are:

Arthur W. Browning, Jr., M.D.  
William Cody, M.D.  
Delmar W. Dallas  
Donald R. Davis  
James P. Dolan  
George W. Doyle  
Edward J. Grenadier  
Jose M. Perez  
Thomas W. Perry, Jr.  
Ronald M. Weaver

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Crystal J. Adkins	50 N. Laura Street, Suite 3900, Jacksonville, Florida 32202

ARTICLE X. DISSOLUTION

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.

#### ARTICLE XI. INDEMNIFICATION

(a) 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 of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. 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 director, 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.

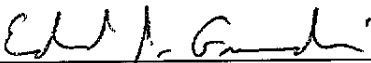
(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, 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 of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, 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 board of directors, the authority granted to the board of directors 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 March 11, 1999.

  
Crystal J. Adkins  
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.

  
\_\_\_\_\_  
Edward J. Grenadier

Registered Agent

Dated: March 11, 1999

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99 MAR 12 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA