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TALLAHASSEE, FLORIDA

Amend/Name/cc
Restated change
10 10.4.05

Charles O. Morgan, Jr., P.A.
Attorneys at Law
1300 NORTHWEST 167TH STREET
SUITE 3
MIAMI, FLORIDA 33169

CHARLES O. MORGAN, JR.
LAURA M. HORTON
TERESA A. PEREZ

TELEPHONE (305) 624-0011
FAX (305) 624-0423
cmorganjr@aol.com

September 26, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: JIM McLEAN DELRAY, INC.

Dear Sir:

Enclosed please find two originals of the Amended and Restated Articles of Incorporation for the above-named corporation.

Please endorse your approval of these Articles of Incorporation on one copy, certify same and return to my office.

Our check in the amount of $43.75 is enclosed to cover the following costs:

Filing Fee	$35.00
Certified Copy	8.75
	$43.75

Thank you for your cooperation in this matter.

Very truly yours,

Teresa A. Perez

TAP: pmg
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION

05 SEP 28 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of JIM McLEAN DELRAY, INC., a corporation organized and existing under the laws of the State of Florida, do certify as follows:

FIRST: The Board of Directors of JIM McLEAN DELRAY, INC., at a meeting duly called and held on September 12, 2005, approved, and by resolution duly adopted the proposed amendment, subject to the affirmative vote of the stockholders.

SECOND: The stockholders of said corporation, at a meeting duly called and held on September 12, 2005, and by unanimous vote, approved the action of the Board of Directors by adopting and authorizing the following amendment:

That the Articles of Incorporation be amended in their entirety and restated to read as follows:

"AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JIM McLEAN TEXAS, INC.

I, the undersigned, being desirous of amending and restating the Articles of Incorporation of this corporation, do hereby agree to the following:

ARTICLE I.
NAME OF THE CORPORATION

The name of the corporation is:

JIM McLEAN TEXAS, INC.

ARTICLE II.
NATURE OF BUSINESS

The general nature of this business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

A. To own and operate golf courses and country clubs; to conduct and operate golf schools; to provide golf instruction; to produce instructional and educational videos; to conduct golf seminars, clinics, corporate outings and the like, to maintain golf professionals for the purpose of providing golf instructions.

B. To erect, operate, and maintain hotels, country clubs and related facilities, including without limitation, restaurants, sports bars, fitness centers, novelty shops, pro shops, tennis courts, and swimming pools.

C. To buy, sell, and deal in, at wholesale or retail and as principal or agent, supplies and equipment for golf, sporting goods, apparel, books, publications and accessories of any kind.

D. To sell at wholesale or retail all kinds and types of beer, ale, and liquors and other types of beverages.

E. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act *or* engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

F. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

G. To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein, to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign, to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

H. To take, acquire, rent, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, construct, erect, build, equip, repair, improve and otherwise deal in, manage and dispose or real estate and real property (including but not limited to houses, commercial properties, apartment house, hotels and motels, and the operation thereof, and the leasing of rooms or apartments therein, both furnished and unfurnished), streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, subdivisions, and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing, and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

I. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, or deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

J. To conduct its business at multiple locations, have one or more offices at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property (including franchises, patents, copyrights, trademarks and licenses) in the State of Florida, as well as in the District of Columbia, all other states, territories, possessions and dependencies of the United States, and all other countries or places whatsoever.

K. To contract debts and borrow money. To issue, sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure a payment of corporate indebtedness, as may be required.

L. To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

M. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or to dispose of, the shares of the capital stock of or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government; and, while the owner of such securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government; and, while the owner of such stock, to exercise all rights, powers and privileges or ownership, including the right to vote such stock.

N. To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in the Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business whether or not such business is similar in nature to the purposes and objects set forth in the Certificate of Incorporation, or any amendments thereto.

O. To become a partner or joint adventurer with any other person, persons, corporation or corporations, and to cause to be formed and to promote and aid in every way in the formation of any corporations, domestic or foreign, public or private.

P. The foregoing provisions of this Article II shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner and the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article II, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the corporation may not lawfully carry on or exercise.

ARTICLE III.
CAPITAL STOCK

A. The shares of the capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of Six Thousand (6,000) shares of common stock with a par value of One Dollar ($1.00) per share, and may be issued by this corporation, as, when, and for such considerations as may be fixed from time to time by the Board of Directors.

B. All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.
INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and no/100 ($500.00) Dollars.

ARTICLE V.
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI.
PRINCIPAL OFFICE AND REGISTERED AGENT

A. The initial street address of the principal office of this corporation in the State of Florida shall be 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

B. The Registered Agent of this corporation shall be CHARLES O. MORGAN, JR., 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

ARTICLE VII.
BOARD OF DIRECTORS

A. The corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

B. The name of the sole director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

JIM MCLEAN
Doral Country Club
4400 Northwest 87th Avenue
Miami, Florida 33178-2192

ARTICLE VIII.
INTERESTED TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Stockholders or Board of Directors, if applicable, and proposed to them by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon."

THIRD: The aforesaid amendment and restatement to the Certificate of Incorporation of the corporation shall be effective as of the date of filing of this Certificate of Amendment with the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, **JIM McLEAN**, has executed this certificate as President of the corporation and has caused the seal of the corporation to be affixed thereto.

By: Jim McLean

JIM McLEAN, President

STATE OF FLORIDA)
ss:
COUNTY OF DADE)

BE IT REMEMBERED, that on this 26th day of September, 2005, personally came before me, a notary public in and for the county and state aforesaid duly commissioned and sworn to take acknowledgements or proofs of deeds, **JIM McLEAN,** President of JIM McLEAN DELRAY, INC., a corporation of the State of Florida, the corporation described in the foregoing Certificate, known to me personally to be such, and he as such President, duly executed said Certificate to be his act and deed and made on behalf of said corporation; that the signature of the said President of said corporation to said foregoing Certificate is in the handwriting of the said President of said corporation, and that the seal affixed to said Certificate is the common or corporate seal of said corporation and that his act of sealing, executing, acknowledging, and delivering the said Certificate was duly authorized by the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.

NOTARY PUBLIC STATE OF FLORIDA
TERESA PEREZ
My Comm Exp. 12/17/2005
No. DD 079376
[ ] Personally Known [ ] Other I.D.

Teresa A. Perez

Notary Public, State of Florida
Print Name: TERESA A. PEREZ
My Commission Expires: 12-17-2005