

633989

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TALLAHASSEE, FLORIDA

96 DEC 26 PM 1:43

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

1. EDWIN WATTS GOLF SHOPS, INC. 633989
(Corporation Name) (Document #)
2. 300002049343--0
(Corporation Name) (Document #) -01/07/97--01156--024
3. *****87.50 *****87.50
(Corporation Name) (Document #)
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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 checked="" 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

96 DEC 26 AM 10:32
CLERK OF CORPORATION

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N. HENDRICKS DEC. 26 1996

Examiner's Initials

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
EDWIN WATTS GOLF SHOPS, INC., A FLORIDA CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Edwin Watts Golf Shops, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Edwin Watts Golf Shops, Inc.

ARTICLE II

First Amendment

The text of the first amendment to the Corporation's Articles of Incorporation is:

Article III - Capital Stock of the Articles of Incorporation of the Corporation is hereby amended, revised and restated in its entirety to read as follows:

Article III - Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred ten thousand (110,000) shares of common stock, consisting of two classes of common stock described as follows: One class of common stock designated as class A common stock, consisting of ten thousand (10,000) shares of common stock, which shall have the entire voting power of the Corporation, and a second class of common stock designated as class B common stock, consisting of one hundred thousand (100,000) shares of common stock, which shall have no voting rights. Each pre-existing share of authorized and issued common stock shall be exchanged and substituted for each of the following: (i) one (1) share of Class A common voting stock and (ii) ten (10) shares of Class B common non-voting stock.

ARTICLE III

Second Amendment

The text of the second amendment to the Corporation's Articles of Incorporation is:

Article VII - Bylaws of the Articles of Incorporation of the Corporation, is hereby amended, revised and restated in its entirety to read as follows:

Article VII - Bylaws. The shareholders holding Class A shares of this Corporation may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act, as amended from time to time. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater. Except as provided explicitly herein, the power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the board of directors.

ARTICLE IV
Third Amendment

The text of the third amendment to the Corporations Articles of Incorporation is:

Article IX - Preemptive Rights of the Articles of Incorporation of the Corporation, is hereby amended, revised and restated in its entirety to state as follows:

Article IX - Preemptive Rights. Each shareholder of the Corporation shall have the first right to purchase shares of the same class (either Class A common voting or Class B common non-voting) as the shares then held by the shareholder, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares (of the same class) that he or she holds at the time of issue bears to the total number of shares (of the same class) outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE V
Fourth Amendment

The text of the fourth amendment to the Corporation's Articles of Incorporation is:

Article X - Restriction on Transfer of Stock of the Articles of Incorporation of the Corporation, is hereby amended, revised and restated in its entirety, to read as follows:

Article X - Restriction on Transfer of Stock. No shares of stock in this Corporation, whether Class A common voting stock or Class B common non-voting stock, nor any right, title or interest therein, may be transferred (whether by sale, gift, conveyance, grant, encumbrance, pledge, hypothecation, assignment, transfer by operation of law, or otherwise, including any legal or beneficial interest therein) except in full and complete compliance with and upon the terms and conditions of that certain Shareholders Agreement dated as of December 30, 1996, between and among the Corporation and the shareholders of the Corporation.

ARTICLE VI
Date of Adoption

These amendments were adopted on the 10TH day of December, 1996.

ARTICLE VII
Manner of Adoption

The amendments were duly approved by the shareholders of the Corporation and the number of votes cast for the amendments by the shareholders were sufficient for approval of all amendments.

Dated this 10TH day of December, 1996.

EDWIN WATTS GOLF SHOPS, INC., A
Florida corporation

By: 

Print Name: Edwin Watts
Its: President