

F 950000000104



December 15, 1994

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FD0001358612  
-12/21/94--01146--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Certificate of Authority of Golf Enterprises, Inc.

Dear Sir/Madam:

W94-27127

Enclosed is an application for a certificate of authority for Golf Enterprises, Inc. A representative from your department told me that this corporate name was already in existence in Florida. As a result, we would like to adopt the fictitious name of Golf Enterprises of Florida, Inc. The attached resolution was approved over the telephone by that same representative as being sufficient to satisfy the requirement that the board of directors approve the fictitious name. Please call Crissy Clay at 214-247-1199, ext. 216 if you have any questions.

Sincerely,

Steven R. Reynolds  
Vice-President/Secretary

SRR:cmc  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -6 PM 1:16

W 1/6



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 22, 1994

STEVEN R. REYNOLDS  
1603 LBJ FREEWAY, SUITE 810  
DALLAS, TX 75234

SUBJECT: GOLF ENTERPRISES, INC.  
Ref. Number: W94000027129

We have received your document for GOLF ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that the phrase "of Florida" is not considered distinguishable. You may wish to use a phrase like "of Dallas," or "of Delaware." Please be aware that you may call 904-488-9000 to check the availability of a name you wish to adopt. We are enclosing a blank name resolution form for your convenience.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.

Reinstatement Section

Letter Number: 594A00054118

RESOLUTION OF BOARD OF DIRECTORS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -6 PM 1:16

I, the undersigned Robert H Williams, do hereby certify  
that this Resolution of the Board of Directors of Golf Enterprises, Inc.,  
a corporation duly organized and existing under the laws of the State of Delaware,  
was duly adopted on December 23, 19 94.

Resolved, that Golf Enterprises, Inc., organized  
and existing in the State of Delaware, hereby adopts the  
name Golf Enterprises of Dallas, Inc. for use in Florida.

Dated: January 5, 1995

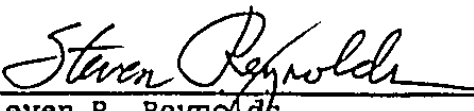


Signature of at least one director

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed from time to time to negotiate, execute and deliver such documents, and take such other actions as may be necessary or desirable in their sole discretion to qualify the Corporation to do business, to obtain any required state or local licenses or permits, to open bank accounts and to take such other actions as may be necessary to allow the Corporation to operate the golf course which is the subject of such lease or acquisition, and all such actions heretofore taken on behalf of the Corporation are hereby ratified and approved.

#### CERTIFICATION

I Steven R. Reynolds, Secretary of Golf Enterprises, Inc., hereby certify that the foregoing Resolution is a true and correct copy of a Resolution approved by the Board of Directors of Golf Enterprises, Inc., in a meeting on August 25, 1994.

  
\_\_\_\_\_  
Steven R. Reynolds

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 16 9 16 AM '95

1. Golf Enterprises, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation and of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 93-1054153

(FEI number, if applicable)

4. 10/17/90

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Estimated January 2nd, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1603 LBJ Freeway, Suite 810

Dallas, Texas 75234

(Current mailing address)

8. Operating and managing golf courses and private country clubs  
(Purposes of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida , 33324

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Nora Braden

(Registered agent's signature)

Nora Braden, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bryan C. Cressey  
Address: 6100 Sears Tower  
Chicago, Illinois 60606  
Director: Harold W. Busch  
Address: 715 S. Pear Orchard Road  
Ridgeland, MS 39157  
Director: James F. Berdelsmeyer  
Address: 8801 S. Yale, Suite 310  
Tulsa, OK 74137  
Director: Thomas R. Devlin  
Address: 1313 N. Webb Road, Suite 100  
Wichita, KS 67206

B. OFFICERS

President: Robert H. Williams  
Address: 1603 LBJ Freeway, Suite 810  
Dallas, Texas 75234  
Vice President: Stephen D. Lambert  
Address: 1603 LBJ Freeway, Suite 810  
Dallas, Texas 75234  
Secretary: Steven R. Reynolds  
Address: 1603 LBJ Freeway, Suite 810  
Dallas, Texas 75234  
Treasurer: John H. Berndsen  
Address: 1603 LBJ Freeway, Suite 810  
Dallas, Texas 75234

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John H. Berndsen CFO  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John H. Berndsen CFO, Treasurer  
(Typed or printed name and capacity of person signing application)

Additional Directors for Golf Enterprises, Inc.:

Robert H. Williams  
1603 LBJ Freeway, Suite 810  
Dallas, Texas 75234

Joseph P. Nolan  
6100 Sears Tower  
Chicago, Illinois 60606

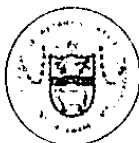
State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLF ENTERPRISES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 1994.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -6 PM 1:16



Edward J. Freel, Secretary of State

2244096 8300

944239921

AUTHENTICATION:

DATE:

7336484

12-13-94



LAW OFFICES  
**BLACKWELL SANDERS**  
**MATHENY WEARY & LOMBARDI L.C.**

P.O. BOX 419777  
KANSAS CITY, MO 64141-9777  
FACSIMILE  
(816) 274-8914

TWO PERBING SQUARE  
2300 MAIN STREET - SUITE 1100  
KANSAS CITY, MISSOURI 64108  
(816) 274-0800

40 CORPORATE WOODS, SUITE 1200  
9401 INDIAN CREEK PARKWAY  
OVERLAND PARK, KANSAS 66210  
(813) 346-0400

Nadene McGuire  
Legal Assistant  
Direct Line (816) 855-6641

**F95000000104**

July 6, 1995

200001534952  
-07/11/95--01035--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Golf Enterprises, Inc. d/b/a Golf Enterprises of Dallas,  
Inc.

Gentlemen:

Enclosed is an "Application by Foreign Corporation for  
Withdrawal of Authority to Transact Business or Conduct Affairs in  
Florida" which we would appreciate your filing on behalf of the  
above-noted corporation. Also enclosed is a check in the amount of  
\$35.00 to cover the filing fee.

Please forward to us notice of the withdrawal date.

If you have any questions, please let us know.

Very truly yours,

*Nadene McGuire*

Nadene McGuire  
Legal Assistant

NM:mw  
Enclosures

FILED  
1995 JUL 11 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Withdrawal*  
*LFS*  
*7-17-95*

**APPLICATION BY FOREIGN CORPORATION FOR  
WITHDRAWAL OF AUTHORITY TO TRANSACT  
BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Golf Enterprises, Inc. d/b/a Golf Enterprises of Dallas, Inc.  
(Name of Corporation)

Delaware  
(Incorporated Under Laws Of)

FILED  
JUL 11 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1603 LBJ Freeway, Suite 810  
(Mailing Address)

Dallas, Texas 75234  
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature

John H. Bermdsen  
Typed or printed name

Vice President-Treasurer  
Title

4/5/95  
Date