



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:

1. National Golf Properties, 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 instead of a natural person  
or partnership if not so contained in the name at present.)

2. Maryland

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

3. 95-4426625

(FEI number, if applicable)

4. March 28, 1995

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1448 - 15th Street, Suite 200

Santa Monica, California 90404

(Current mailing address)

8. To acquire and own golf courses and to engage in other activities ancillary thereto.  
(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:

The Prentice-Hall Corporation  
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida , 32301

(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.

The Prentice-Hall Corporation System, Inc.  
By: Marlene Ryan, Asst. Sec.  
(Registered agent's signature)

Marlene Ryan, Asst. Sec.

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.

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MAY 11 1995  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See Attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.

Richard C Price  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Richard C. Price, President  
(Typed or printed name and capacity of person signing application)

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FBI

NATIONAL GOLF PROPERTIES, INC.

CORPORATE OFFICERS

For the State of Florida

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
Price, Richard C.	President	1448 15th Street Suite 200	Santa Monica	CA	90404
Sause, Edward R.	Executive Vice President, Secretary, Treasurer, and Chief Financial Officer	1448 15th Street Suite 200	Santa Monica	CA	90404
Thompson, Scott S.	General Counsel and Chief Leasing Officer	1448 15th Street Suite 200	Santa Monica	CA	90404

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NATIONAL GOLF PROPERTIES, INC.

CORPORATE DIRECTORS

For the State of Florida

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
Archer, Richard A.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Cushman, John C. III	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Karatz, Bruce	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Paul, Charles S.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Price, David G.	Chairman of the Board	1448 15th Street Suite 200	Santa Monica	CA	90404
Price, Richard C.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404
Sause, Edward R.	Director	1448 15th Street Suite 200	Santa Monica	CA	90404

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# STATE OF MARYLAND

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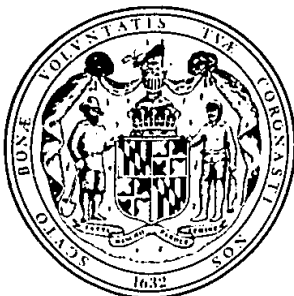
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C. JAMES, OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT NATIONAL GOLF PROPERTIES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 11TH DAY OF SEPTEMBER, 1995.

*Jacqueline C. James*  
JACQUELINE C. JAMES  
OFFICE SUPERVISOR I