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12/2/2014 9:13:10 AM From: To: 8506176383

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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14 DEC -2 AM 10:00

DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

Foreign Limited Liability Company  
TopGolf USA Jacksonville, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 05       |
| Estimated Charge      | \$125.00 |

K. SALY  
EXAMINER  
DEC - 3 2014

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Corporate Filing Menu

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**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: TopGolf USA Jacksonville, LLC**

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Raleigh Johnston

Name of Person

Locke Lord LLP

Firm/Company

2200 Ross Avenue, Suite 2200

Address

Dallas, TX 75201

City/State and Zip Code

william.davenport@topgolf.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Raleigh Johnston

Name of Contact Person

at (214)

Area Code

740-8529

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

FILED

2014 DEC -2 AM 8:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. TopGolf USA Jacksonville, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the laws of which foreign limited liability company is organized)

3. 47-2375597

(FBI number, if applicable)

4. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1717 McKinney Avenue, Suite 800

Dallas, Texas 75202

(Street Address of Principal Office)

6. 1717 McKinney Avenue, Suite 800

Dallas, Texas 75202

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Kenneth May, Manager, 1717 McKinney Avenue, Suite 800, Dallas, Texas 75202

William Davenport, Manager, 1717 McKinney Avenue, Suite 800, Dallas, Texas 75202

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

W.D.  
Signature of an authorized person

(In accordance with section 605.0903, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.917.153, F.S.)

William Davenport, Manager

Typed or printed name of signer

FILED

2014 DEC -2 AM 8:17

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED  
AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TopGolf USA Jacksonville, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.*

By: C T Corporation System

(Signature) M. E. Jones, Asst. Sec'y.

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOPGOLF USA JACKSONVILLE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5630499 8300

141468710

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1908564

DATE: 12-01-14