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FILED
00 AUG 25 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FL 32314

August 22, 2000

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

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Re: Articles of Incorporation of Tampa Bay Junior Golf Foundation, Inc.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Tampa Bay Junior Golf Foundation, Inc.; and
2. Check in the amount of \$122.50 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.


John M. Sakellarides

JMS/lsg
Enclosures

8-29
6029

**ARTICLES OF INCORPORATION
OF
TAMPA BAY JUNIOR GOLF FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **TAMPA BAY JUNIOR GOLF FOUNDATION, INC.** and its principal address is 2595 Tampa Road, Suite J, Palm Harbor, Florida 34684.

ARTICLE II

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

The duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for, the following purposes:

A. To raise funds by way of donations and otherwise in an effort to aid in the research and development of programs designed to educate junior golfers.

B. To exercise all right and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

The street address of the initial Registered Office of the Corporation is 2595 Tampa Road, Suite J, Palm Harbor, Florida 34684, and the name of its initial Registered Agent at that address is Doug Laseter.

ARTICLE VII

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The name and address of each initial Director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Brent Wadsworth	1901 Van Dyke Road Plainfield, IL 60544
Gary Koch	3320 West San Nicholas Street Tampa, FL 33629
Stephen Hamblin	2415 Steeplechase Lane Roswell, GA 30076
Bill Peiffer	36750 U.S. Highway 19 North #3423 Palm Harbor, Florida 34684
Doug Laseter	36750 U.S. Highway 19 North #2117 Palm Harbor, Florida 34684

ARTICLE VIII

The manner in which directors are to be elected shall be stated in the bylaws.

ARTICLE IX

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each

Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Doug Laseter	36750 U.S. Highway 19 North #2117 Palm Harbor, Florida 34684	President/Treasurer/Secretary

ARTICLE X

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Doug Laseter	36750 U.S. Highway 19 North #2117 Palm Harbor, Florida 34684

ARTICLE XI

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of

the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XV

The purposes for which TAMPA BAY JUNIOR GOLF FOUNDATION, INC. is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XVI

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XVII

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XVIII

CONFLICT OF INTEREST: Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions

or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors on a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

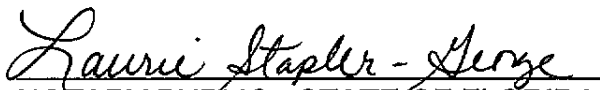
IN WITNESS WHEREOF, the undersigned, the Incorporator of the above-name Corporation, has hereunto signed these Articles of Incorporation on this 22nd day of August, 2000.



Doug Laseter
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, DOUG LASETER, the Incorporator of TAMPA BAY JUNIOR GOLF FOUNDATION, INC., and he acknowledged that he signed the foregoing Articles of Incorporation for the purposes expressed therein, this 22nd day of August, 2000.



NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:

To me personally known: ☒
Identification shown:



LAURIE STAPLER-GEORGE
COMMISSION #CC650510
EXPIRES MAY 26, 2001

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **TAMPA BAY JUNIOR GOLF FOUNDATION, INC.**, at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.



Doug Laseter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, DOUG LASETER, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this 22nd day of August, 2000.


NOTARY PUBLIC - STATE OF FLORIDA

To me personally known: ✓
Identification shown:

 LAURIE STAPLER-GEORGE
COMMISSION #CC650510
EXPIRES MAY 26, 2001