

NO10000002292



ACCOUNT NO. : 072100000032

REFERENCE : 088096 80670A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : March 22, 2001

ORDER TIME : 1:31 PM

ORDER NO. : 088096-005

CUSTOMER NO: 80670A

3000003892983--9

CUSTOMER: John P. Cardillo, Esq
Cardillo Keith & Bonaquist

3550 E. Tamiami Trail

Naples, FL 34112

DOMESTIC FILING

NAME: COLLIER JUNIOR GOLF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 23, 2001

CSC NETWORKS
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TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: COLLIER JUNIOR GOLF, INC.
Ref. Number: W01000006560

We have received your document for COLLIER JUNIOR GOLF, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 201A00017722

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
FOR
COLLIER JUNIOR GOLF, INC.

FILED
2001 MAR 22 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this corporation is Collier Junior Golf, Inc. The principal office of this corporation is: 132 Flame Vine Drive 851, Naples, Florida 34110. The mailing address of this corporation is the same.

ARTICLE II

Corporate Nature

This is a non-profit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of charity, education, and amateur sports competition as well as any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively in any other manner as will qualify it as an exempt organization

under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operation foundations.

ARTICLE V

Authorized Shares

- A. This corporation shall not be authorized to issue any shares.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) people and not more than thirty (30) people. The number of Directors of the corporation shall be thirty (30) people, provided however, that such number may be changed by a ByLaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until May 1, 2002, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in the office. Annual meetings shall be held at a place the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Director under any provision of

law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the ByLaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and address of such initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Larry J. Gantzer	132 Flame Vine Drive Naples, Florida 34110
John P. Cardillo	3550 Tamiami Trail East, Naples, Florida 34112
Donald L. Berry	SunTrust Building 801 Laurel Oak Drive Suite 303 Naples, Florida 34108

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, scientific purposes, or to such organization or organizations organized or operated exclusively to foster national or international amateur sports competition as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the

bylaws for this corporation.

ARTICLE X

INCORPORATORS

The name and residence address of the Incorporator of this corporation is as follows:

Name

Address

Larry J. Gantzer

132 Flame Vine Drive
Naples, Florida 34110

ARTICLE XI

AMENDMENT OF BYLAWS

Subject to the limitations contained in the ByLaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, ByLaws of this corporation may be made, altered, rescinded, added to, or new ByLaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the ByLaws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, religious, or charitable purposes, and for the purpose of fostering national and international amateur sports competition, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 3550 Tamiami Trail East, Naples, Florida 34112 and the name of its registered agent at said address shall be John P. Cardillo.

ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the ByLaws of this corporation.

ARTICLE XV

INDEMNIFICATION

The Corporation shall indemnify its Directors, Officers, Employees, and Agents to the fullest extent permitted by law.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 15th day of March, 2001.

The name and address of the Incorporator to these Articles of Incorporation is:

Larry J. Gantzer

132 Flame Vine Drive
Naples, Florida 34110

LARRY J. GANTZER

Name of Incorporator

Larry J. Gantzer

[Signature] 3/15/01

Signature of Incorporator

Date:

Having been named as registered agent and to accept service of process for the above stated corporation 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.

[Signature]

Name of Registered Agent

John P. Cardillo

John P. Cardillo

Signature of Registered Agent

Date: 3/15/01

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