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From: *Lori A. Mackey, Corporate Paralegal*

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FLORIDA NON-PROFIT CORPORATION

Future Golfers of America, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
FUTURE GOLFERS OF AMERICA, INC.**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I  
NAME**

The name of this corporation is: **FUTURE GOLFERS OF AMERICA, INC.** (the "Corporation").

**ARTICLE II  
NOT FOR PROFIT CORPORATION**

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes.

**ARTICLE III  
DURATION**

The Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation will be located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 or at such other address as may be determined by the Board of Directors.

**ARTICLE V  
REGISTERED AGENT**

The resident agent of the Corporation is Thomas J. Fraser, Jr., Esq., whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE VI  
PURPOSES**

(a) This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as time to time may be replaced. The primary charitable and educational purpose of the Corporation is to promote the sport of golf, to encourage children of all economic and social backgrounds to learn about and participate in the sport of golf, and to make the sport of golf more affordable and accessible to children of all economic and social backgrounds.

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Prepared By: Charles R. Curley, Jr.  
Rogers, Towers, Bailey, Jones & Gay  
1301 Riverplace Blvd., Suite 1500  
Jacksonville, FL 32207  
(904) 398-3911

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(b) Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director of the Corporation, trustee of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations promulgated thereunder as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations promulgated thereunder as they now exist or they may hereafter be amended or replaced.

3. Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

4. The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

#### **ARTICLE VII** **MEMBERSHIP**

The Corporation shall have no members.

#### **ARTICLE VIII** **DIRECTORS**

The Corporation shall at all times have at least three (3) members of the Board of Directors. Member of the Board of Directors shall be appointed as provided in the Bylaws of the Corporation. The names and addresses of the initial directors to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

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<u>Name</u>	<u>Address</u>
Thomas J. Fraser, Jr.	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207
Charles R. Curley, Jr.	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207
Elsa Cintron	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207

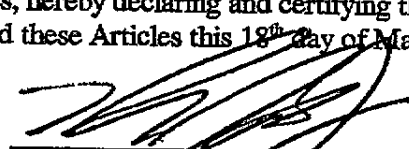
**ARTICLE IX**  
**AMENDMENTS TO ARTICLES**

The Articles of Incorporation may be amended by a majority of the Directors of the Corporation and the Articles of Amendment may be signed by an officer of the Corporation.

**ARTICLE X**  
**INCORPORATION**

The name and address of the sole incorporator of the Corporation are Thomas J. Fraser, Jr., Esq., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32202.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have executed these Articles this 18<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
Thomas J. Fraser, Jr., Esq.  
1301 Riverplace Boulevard  
Suite 1500  
Jacksonville, Florida 32202

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

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
  
FUTURE GOLFERS OF AMERICA, INC.
2. The name and address of the registered agent and office are:

THOMAS J. FRASER, JR., ESQ.  
1301 RIVERPLACE BOULEVARD  
SUITE 1500  
JACKSONVILLE, FLORIDA 32202

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.

  
THOMAS J. FRASER, JR., ESQ.5/18/01  
DATE

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TALLAHASSEE, FLORIDA

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