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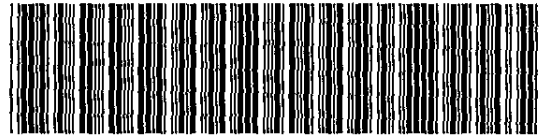
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Deborah Hemingway gave Authorization  
to delete 'Initial' in articles IV & V  
2/19 TB & art. II



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Restated art.

V SHEPARD FEB 20 2003

**PULLUM & PULLUM, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

J. STEPHEN PULLUM  
MARYBETH L. PULLUM

SUITE 701 FIRST FAMILY OAKS  
1330 W. CITIZENS BLVD.  
LEESBURG, FLORIDA 34748  
TELEPHONE (352) 728-3060  
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February 14, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
4089 E. Gaines Street  
Tallahassee, FL 32399

**Re: HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.**  
Document #1000006982

Gentlemen:

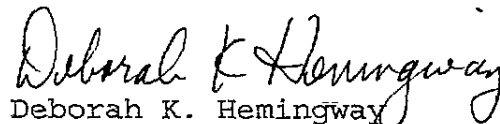
Please find enclosed a check in the amount of \$43.75 to cover the following fees of your office:

Filing Amended Charter	\$35.00
Certification of Amended Charter	8.75

We enclose the original and one copy of Restatement of Articles of Incorporation and Certificate Regarding Authority to Restate the Articles of Incorporation of this corporation. Please endorse your approval on the copy of the Restatement of Articles of Incorporation and Certificate Regarding Authority, certify same and return to this office.

Thank you for your attention to the above.

Very truly yours,

  
Deborah K. Hemingway  
Paralegal

Enclosures

(K:\HarborHillsGolf\L-SOS w Restated Articles)  
2/14/03.dkh

**RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.  
A FLORIDA NON-PROFIT CORPORATION**

WE, the undersigned, as President and Secretary, respectively, of HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC., a non-profit corporation existing under the laws of the State of Florida, due hereby state and declare that it is our intention that the Articles of Incorporation of HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC. be amended and restated, and that this restatement was adopted the 14th day of February, 2003.

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DIVISION OF CORPORATIONS  
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**RESTATED ARTICLES OF INCORPORATION  
OF  
HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.**

ARTICLE I. NAME

The name of the corporation is HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.

ARTICLE II. ADDRESS

The street address of the ~~initial~~<sup>18</sup> principal office and mailing address of the corporation are: 5400 Saddleback Court, Lady Lake, Florida 32159.

ARTICLE III. PURPOSES AND POWERS

Section 1. Purposes.

(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code. It is the intention that this Corporation be an organization as described in Internal Revenue Code §§170(c), 2055(a) and 2522(a).

(b) The purpose for which the corporation is organized is to establish a scholarship program, through contributions and fund raisers, to award scholarships to graduating senior male and senior female students, who are members during their senior year of a high school golf team in an accredited high school in Lake County, Florida. In awarding such scholarships, the corporation shall review the academic achievement and community service of the applicants, as well as the financial need for said scholarship applicants.

Section 2. Powers.

(a) The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of §501(c)(3) of the Code, and to perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its Articles of Incorporation, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 the purpose clause hereof.

(ii) No Influence of Legislation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(iii) Political Activities. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(iv) Prohibited Transactions. Notwithstanding any other provisions of this document, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding

section of any future federal tax code, or (b) by an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(v) Distribution on Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

#### ARTICLE IV. DIRECTORS AND OFFICERS

There shall be a minimum of three (3) and a maximum of nine (9) members of the Board of Directors of the corporation. The affairs and business of this corporation shall be managed by said Board of Directors to be elected by the members of the corporation at their annual meeting in each year acting through a President, Vice President, Secretary, Treasurer, and such other officers as chosen by the Directors, as they may from time to time provide for. The names of the ~~initial~~<sup>initial</sup> Board of Directors and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. STONE, JR.	5400 Saddleback Court Lady Lake, FL 32159
JOHN FRAME	5460 Grove Manor Lady Lake, FL 32159

NANCY J. STONE

5400 Saddleback Court  
Lady Lake, FL 32159

WAYNE F. SCHOPPE

5312 Greens Drive  
Lady Lake, FL 32159

MICHAEL J. MADDEN

6048 Topsail Road  
Lady Lake, FL 32159

RAYMOND H. GOLDWIRE

6044 Spinaker Loop  
Lady Lake, FL 32159

18 ARTICLE V. REGISTERED AGENT

The ~~initial~~ registered office of the corporation shall be located at 5400 Saddleback Court, Lady Lake, Florida 32159. The ~~initial~~ 18 registered agent of the corporation at that address shall be WILLIAM J. STONE, JR.

ARTICLE VI. MEMBERS

The corporation shall have members. The members of the corporation will be any person who is a member of the Harbor Hills Country Club located in Lake County, Florida. Membership shall be attained by such a person completing the procedure for becoming a member as set forth in the corporation's By-Laws.

ARTICLE VII. CAPITAL STOCK

The corporation shall not have authority to issue capital stock. The corporation shall have members as such, in lieu thereof.

ARTICLE VIII. AMENDMENT TO BY-LAWS  
AND ARTICLES OF INCORPORATION

The By-Laws and Articles of Incorporation may be altered or rescinded by two-thirds (2/3) vote of the members present and voting at any annual or special meeting of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these  
Restatement of Articles of Incorporation this 14th day of  
February, 2003.

HARBOR HILLS GOLF SCHOLARSHIP  
PLAN, INC.

BY: William J. Stone, Jr.  
WILLIAM J. STONE, JR., President

Attest: Nancy J. Stone  
NANCY J. STONE, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this  
14th day of February, 2003, by WILLIAM J. STONE, JR. and NANCY  
J. STONE, as President and Secretary, respectively, of HARBOR HILLS  
GOLF SCHOLARSHIP PLAN, INC. Said persons did not take an oath and  
(check one)        are personally known to me, ✓ produced a  
driver's license (issued by a state of the United States within the  
last five (5) years) as identification, or        produced other  
identification, to wit:       .



Deborah K Hemingway  
My Commission DD148490  
Expires September 08, 2006

Deborah K Hemingway  
Printed Name: Deborah K Hemingway  
Notary Public State of Florida  
Commission Number: DD 148490  
My Commission Expires: 9/8/06

(K:\HarborHillsGolf\Restated Articles2.dkh)  
2/14/03.dkh

**CERTIFICATE REGARDING AUTHORITY  
TO RESTATE THE ARTICLES OF INCORPORATION  
OF  
HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC.**

This certificate confirms that the Board of Directors of HARBOR HILLS GOLF SCHOLARSHIP PLAN, INC. have the authority to restate the Articles of Incorporation of said corporation without approval of the members of the corporation. The Board of Directors have unanimously adopted the Restated Articles of Incorporation on February 14, 2003.

HARBOR HILLS GOLF SCHOLARSHIP  
PLAN, INC.

BY: William J. Stone, Jr.  
WILLIAM J. STONE, JR., President

Attest: Nancy J. Stone  
NANCY J. STONE, Secretary