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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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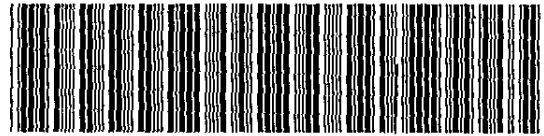
(Business Entity Name)

(Document Number)

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**MARSHALL E. WOOD, P.A.**  
ATTORNEY AT LAW  
SUITE 100, ALLAN BUILDING  
303 CENTRE STREET  
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666  
FAX # 904/277-6611

December 6, 2004

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Cantata Sports Association, Inc.  
A Florida Not For Profit Corporation

Dear Sirs:

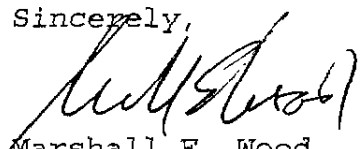
Enclosed please find the Articles of Organization for CANTATA SPORTS ASSOCIATION, INC., a Florida not for profit corporation. Also enclosed is my check in the amount of \$70.00 for the following costs:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00

Please file the Articles of Incorporation and return your confirmation to me at the address shown above.

Thank you for your assistance in this matter.

Sincerely,

  
Marshall E. Wood

Enclosures

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

CANTATA SPORTS ASSOCIATION, INC.

ARTICLE I.

NAME

The name of this corporation is CANTATA SPORTS ASSOCIATION, INC. This corporation is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes.

ARTICLE II.

PRINCIPAL OFFICE

The initial Post Office address of the corporation's principal office is: 19 Huntly Drive, Palm Beach Gardens, FL 33418.

ARTICLE III.

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE IV.

PURPOSE

Section 1. The primary purpose for which this corporation not for profit is organized, is as follows:

As a membership based association of golf professionals and their employees (the "Members"); to levy and collect membership fees and assessments for the management and duties required of the association; to assist Members in marketing and promotion; to administer such health insurance and other benefit plans for the benefit of Members; to provide services to assist members in efficiency, including payroll and compensation services; and to otherwise provide for the general welfare of members in the Association.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation

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may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization under Chapter 617 of the Florida Statutes.

Section 4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 V. POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the Association will have the following powers:

Section 1. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal or the income therefrom, immediately or in the future, or as provided by the conditions of a trust.

Section 2. To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control.

Section 3. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by Federal or State law.

#### ARTICLE VI. CAPITAL STOCK

The Corporation shall have no capital stock, and no Member shall have any right or title to any asset of the Corporation.

#### ARTICLE VII. MEMBERSHIP

Membership in the Association shall be open to the persons, organizations or associations who support the purposes of this Corporation, either by financial, in-kind or personal participation in its operations. A membership meeting shall be held annually at a time and place designated in the By-Laws of this corporation, at which meeting each member present shall be entitled to one vote in determining the affairs of the corporation.

#### ARTICLE VIII. DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors whose election shall be as stated in the By-Laws. The officers of the Corporation shall be elected by the Board of Directors. The office, term and manner of election of officers shall be as stated in the By-Laws.

ARTICLE IX  
AMENDMENT

These Articles of Incorporation may be amended by two-thirds vote of the Board of Directors present at any meeting at which a quorum is present, such action to be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

ARTICLE X.  
SUBSCRIBERS AND FIRST BOARD OF DIRECTORS

The following natural person shall hereby subscribe to these Articles and shall serve as the incorporator and as the first member of the Board of Directors of the corporation:

WILLIAM J. DECKER, JR.                      19 Huntly Road  
Palm Beach Gardens, FL 33418

ARTICLE XI.  
INITIAL OFFICERS

The initial officers of the corporation who shall serve until there successors are elected by the Board of Directors are:

WILLIAM J. DECKER, JR.              President/ 19 Huntly Drive  
Secretary Palm Beach Gardens, FL 33418

ARTICLE XII.  
REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: WILLIAM J. DECKER, JR, 19 Huntly Drive, Palm Beach Gardens, FL 33418.

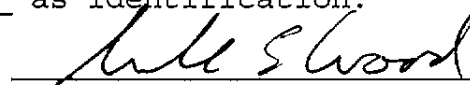
IN WITNESS WHEREOF, I, the undersigned subscribed incorporator, has hereunto set my hand and seal on this the 15<sup>th</sup> day of DECEMBER, 2004, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
WILLIAM J. DECKER, JR.

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this  
1<sup>st</sup> day of December, 2004, by WILLIAM J. DECKER, JR., who  
is ✓ personally known to me or        who has produced  
as identification.

  
Name: **MARSHALL E. WOOD**  
Notary Public, State of Florida

My Commission Expires:



CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

CANTATA SPORTS ASSOCIATION, INC.

2. The name and address if the registered agent and office is:

WILLIAM J. DECKER, JR.  
(Name)

19 Huntly Drive  
(P. O. Box not acceptable)

Palm Beach Gardens, FL 33418  
(City/State/Zip)

Signature \_\_\_\_\_

(corporate Officer)

Title: INCORPORATOR

Date: December 1, 2004

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 \_\_\_\_\_

WILLIAM J. DECKER, JR.

Date December 1, 2004

Registered Agent Filing Fee: \$35.00

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