

NO 70000000534

Florida Department of State
Division of Corporations
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Florida Dept of State



March 30, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MARINER SANDS CHARITY CLASSIC, INC.

6497 SE HAITUSROL TERR.

STUART, FL 34987

SUBJECT: MARINER SANDS CHARITY CLASSIC, INC.

REF: N07000000534

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINER SANDS CHARITY CLASSIC, INC.
A Florida Not For Profit Corporation
N07000000534**

Pursuant to the provisions in §617.1001 and §617.1002 of the Florida Business Corporation Act (the "Act"), this not-for-profit corporation adopted the following Amended and Restated Articles of Incorporation on March 25, 2007, by unanimous written consent in lieu of a meeting of the Board of Directors.

**ARTICLE I
NAME**

The name of the Corporation shall be: Mariner Sands Charity Classic, Inc.

**ARTICLE II
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PRINCIPAL OFFICE**

The initial principal office and mailing address shall be:

6497 S.E. Baltusrol Terrace
Stuart FL, 34997

**ARTICLE IV
PURPOSE(S)**

The purposes for which this corporation is organized are as follows:

1. Organizing and performing any acts relating to the production of a charity golf event on behalf of the Mariner Sands community and businesses of Martin County and engaging in such other charitable activities as the Board of Directors shall determine to be appropriate for the Corporation.

2. The Corporation is not organized for profit and its activities shall be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue

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Code of 1986, as the same may be amended from time to time, or of any corresponding provision of any future United States Internal Revenue Law (the "Code").

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. In addition, no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V
MANNER OF ELECTION

The method for the election of directors is provided in the Bylaws of the Corporation.

ARTICLE VI
INITIAL DIRECTORS/OFFICERS

Bernie Ostrofsky,
Maureen Cotter,
BJ Carder,
Terry Carder,
Sally Moore,
Bobbie Ronshagen,
Vicki Moran,
Randell McAndrews

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The Florida street address and name of the initial registered office of this Corporation is:

GY Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East,
West Palm Beach FL 33401

ARTICLE VIII
CAPITAL STOCK

The Corporation shall not issue any capital stock.

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ARTICLE IX
MEMBERS

The Corporation shall have no members.

ARTICLE X
MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) or more initial members. The annual meeting of the Corporation shall be held at the time and place designated by the Board of Directors of the Corporation. The annual meeting shall include the election of directors of the Corporation. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three.

ARTICLE XI
INDEMNIFICATION

This Corporation may indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XIII
DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 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 Circuit Court of the county in which the principal office of the organization is then located, exclusively for such

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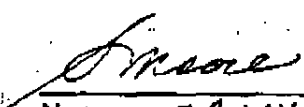
purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator are as follows:

Kenneth M. Hart
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned officer hereunto set his hand this
25 day of March, 2007.


Name: SALLY MOORE
Title: director

**WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
MARINER SANDS CHARITY CLASSIC, INC.**

The undersigned, being all the members of the Board of Directors of Mariner Sands Charity Classic, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby take the following actions by written consent in lieu of holding a meeting of the Board of Directors of the Corporation pursuant to Section 617.0821 and 617.01201, Florida Statutes:

WHEREAS, it is deemed to be in the best interests of the Corporation to amend and restate the Articles of Incorporation to include a provision for dissolution of the Corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code for exempt organizations; now, therefore, be it

RESOLVED, that the Articles of Incorporation shall be amended and restated to effectuate the foregoing resolution and to carry out the purposes thereof; and be it further

RESOLVED, that the Articles of Amendment to Articles of Incorporation of the Corporation to amend and restate the Articles of Incorporation of the Corporation are hereby approved by the Board of Directors and does not contain any amendments requiring member approval; and be it further

RESOLVED, that any officer of the Corporation be and is hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all certificates, notifications, filings, filing fees, and other documents, including without limitation, the execution and delivery of the Articles of Amendment to Articles of Incorporation to the Florida Department of State (all of which are to be in form and substance as the officer executing the same may deem necessary or desirable, the execution thereof by such officer to be conclusive evidence of the approval of such form and substance by such officer), and to take or cause to be taken any and all actions and to do any and all things which, in such officer's discretion, such officer may deem to be necessary or desirable to effectuate the foregoing resolution and to carry out the purposes thereof; and be it further

RESOLVED, that any and all actions heretofore taken by any of the directors, officers, representatives or agents of the Corporation or any of its affiliates, in connection with the transactions contemplated by or otherwise referred to in the foregoing resolution are hereby approved, adopted, ratified and confirmed as the acts and deeds of the Corporation; and be it further

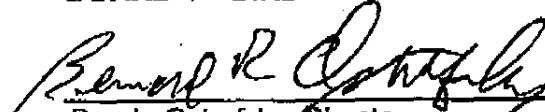
RESOLVED, that the signature of any officer of the Corporation on any documents and instruments executed in connection therewith or pursuant

thereto shall be conclusive evidence of his or her authority to execute and deliver such instruments or documents.

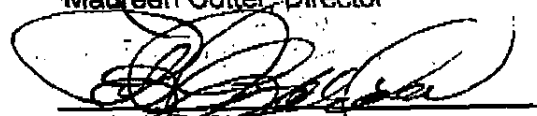
This Written Consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. Confirmation of execution by electronic transmission of a facsimile signature page shall be binding upon any party so confirming.

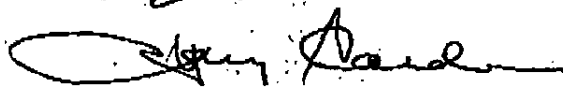
IN WITNESS WHEREOF, the undersigned has executed this Written Consent in Lieu of a Meeting as of March 25, 2007.

BOARD OF DIRECTORS:


Bernie Ostrofsky, Director


Maureen Cotter, Director


BJ Carder, Director


Terry Carder, Director


Sally Moore, Director


Bobbie Ronshagen, Director


Vicki Moran, Director


Randell McAndrews, Director