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(Requestor's Name)

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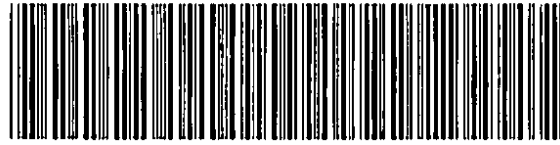
(Business Entity Name)

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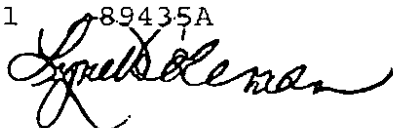
T SCHROEDER

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 699031 89435A

AUTHORIZATION :



COST LIMIT : \$ 70

ORDER DATE : March 26, 2019

ORDER TIME : 2:09 PM

ORDER NO. : 699031-005

CUSTOMER NO: 89435A

DOMESTIC FILING

NAME: PGA TOUR FIRST TEE  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
PGA TOUR FIRST TEE FOUNDATION, INC.**

A Florida Non-Profit Corporation

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**FIRST:** The name of the Corporation is PGA TOUR First Tee Foundation, Inc.

**SECOND:** The Corporation is organized as a nonprofit solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act. The Corporation will exist perpetually, commencing on March 25 2019.

**THIRD:** The Corporation is formed exclusively for charitable, religious, educational, literary and scientific purposes, without regard to race, gender, color, creed or any other class protected by law, including but not limited to the following:

- (a) The creation and operation of facilities and programs that make the game of golf more affordable and accessible, emphasizing the introduction of children and youth of all races and economic backgrounds to golf in an effort to achieve the following objectives:
  - (i) Improve the game's accessibility, making golf more available to people of all social strata, particularly children;
  - (ii) Provide every child, regardless of race and economic background, the opportunity to learn and play golf;
  - (iii) Instill the game's inherently positive values, such as honesty, integrity, sportsmanship and self-discipline;
  - (iv) Teach children that dedication, sound values and education are keys to success;
  - (v) Develop in participants greater self-esteem, civic responsibility and confidence to broaden their goals in life; and
  - (vi) Create employment and advanced educational opportunities for participants.
- (b) The creation and operation of such other facilities and programs as are necessary or desirable to promote the game of golf and to educate the public about the game and the benefits of participating in the Corporation's programs.
- (c) To render support by means of contributions and grants to established charitable, religious, educational, literary and scientific endeavors of all kinds and descriptions and to contribute to community chests and social welfare funds and generally to support activities of a charitable nature.
- (d) To provide and pursue ways and means not prohibited by law to solicit and receive money and property and to receive and accept for charitable and/or educational purposes gifts, donations, bequests and devises of money and property.

(e) To do all and everything necessary, suitable, useful or proper for the accomplishment of any objects or appurtenances of any of the powers hereinbefore set forth.

The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"), including for such purposes, the making of distributions to organizations qualifying as exempt organizations under the Code or its equivalent.

**FOURTH:** No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 herein. 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. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**FIFTH:** In the event that in any year the Corporation shall be a "private foundation" as that term is defined in Section 509 of the Code,

(a) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code nor retain any excess business holdings as defined in Section 4943(c) of the Code.

(c) The Corporation will not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(d) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

**SIXTH:** The principal office of the corporation is to be located at One World Golf Place, St. Augustine, Florida 32092. The name of the initial registered agent is Corporation Service Company located at 1201 Hays Street, Tallahassee, Florida 32301.

**SEVENTH:** The number of directors constituting the initial Board of Directors shall be five (5). The members of the initial Board of Directors of the Corporation are (1) the Chief Executive Officer and President of The First Tee division of the World Golf Foundation, Inc., (2) the current Chairman of the Policy Board of PGA TOUR, Inc., (3) the current Chairman of the Finance & Audit Committee of PGA TOUR, Inc., (4) the immediate past Chair of the Policy Board of PGA TOUR, Inc., and (5) the immediate past Commissioner of PGA TOUR, Inc. Persons who are members of the Board of Directors of the Corporation because they currently hold the aforesaid positions with PGA TOUR, Inc. shall automatically be, without more, members of the Board of

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Directors of the Corporation so long as they continue to hold such positions with PGA TOUR, Inc., and, upon termination of their said position with PGA TOUR, Inc., unless they transfer to a Directorship as an immediate past role, they shall terminate as members of the Board of Directors of the Corporation automatically without further acts being required. Vacancies existing in the Board of Directors, for whatever cause, shall be filled, as to *ex officio* members of the Board of Directors, by the individual succeeding to the aforementioned office of PGA TOUR, Inc.

**EIGHTH:** The names and addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are filled as outlined in Article Seventh above, are as follows:

Gregory T. McLaughlin	One World Golf Place, St. Augustine, FL 32092
Edward D. Herlihy	112 PGA TOUR Blvd, Ponte Vedra Beach, FL 32082
Victor F. Ganzi	112 PGA TOUR Blvd, Ponte Vedra Beach, FL 32082
John B. McCoy	112 PGA TOUR Blvd, Ponte Vedra Beach, FL 32082
Timothy W. Finchem	112 PGA TOUR Blvd, Ponte Vedra Beach, FL 32082

**NINTH:** The name and address of the incorporator of the Corporation is as follows:

Gregory T. McLaughlin	One World Golf Place, St. Augustine, FL 32092
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**TENTH:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 so disposed of shall be disposed of by a Court of competent jurisdiction in the country 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.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit charitable Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on March 25, 2019.

  
\_\_\_\_\_  
Gregory T. McLaughlin

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

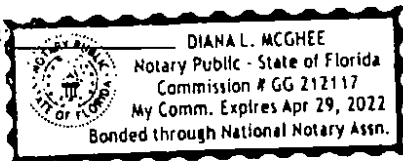
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STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 25 day of March, 2019, by Greg T. McLaughlin, incorporator for PGA TOUR First Tee Foundation, Inc., who is personally known to me.

Diana L. McGhee  
Notary Public

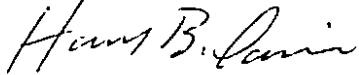
My commission expires



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**Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity**

**Corporation Service Company**



**Harry B Davis, Asst. VP**

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