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JOSEPH M. ARNDT, III*

*ALSO ADMITTED IN FLORIDA

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June 1, 1995

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

SUBJECT: Incorporation of The Florida Chapter of The National Golf Course Owners Association, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00
Filing Fee

_____ \$78.75
Filing Fee & Certificate

X _____ \$122.50
Filing Fee & Certified Copy

_____ \$131.25
Filing Fee, Certified Copy
& Certificate

FROM:

_____ Joseph M. Arndt, III, Esquire

Name (Printed or typed)

_____ 1634 Main Street, Suite 200, P.O. Box 52

Address

_____ Columbia, South Carolina 29202

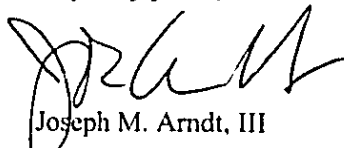
City, State & Zip

_____ (803) 771-4064

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles

Very truly yours,


Joseph M. Arndt, III

JUN 13 1995 BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NONPROFIT CORPORATION ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

The Florida Chapter of The National Golf Course Owners Association, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

2801 Kissimmee Bay Boulevard
Kissimmee, Florida 34744

ARTICLE III

Purpose(s)

The specific purpose(s) for which the organization is organized is (are):

(a) the purposes for which the Association is organized are exclusively charitable and educational to promote the common business interests of the golf course industry and its golf related operations including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(b) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association 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 Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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.

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(c) notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(d) the Board of Directors shall have the power to amend bylaws which relate solely to the dues required for membership and which establish or change an amount for, or method of computation of dues.

(e) upon 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, or the 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 asset not so disposed of shall be disposed of by the 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.

(f) the Corporation will have members, but shall not issue stock.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Directors shall be elected by the members of the Association as provided in the By-Laws.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided as section 617.0302, Florida Statutes, unless limited as follows:

N/A

ARTICLE VI

The name and street address of the initial registered agent is:

William Stine
2801 Kissimmee Bay Boulevard
Kissimmee, Florida 34744

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

William Stine
Kissimmee Bay Golf Club
2801 Kissimmee Bay Boulevard
Kissimmee, Florida 34744

ARTICLE VIII

Officers/Directors

The name(s) and the street address(es) of the individuals who are to serve as the initial Directors/Officers:

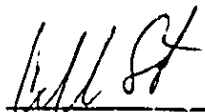
Director/President: William Stine
Kissimmee Bay Golf Club
2801 Kissimmee Bay Boulevard
Kissimmee, Florida 34744

Director/Vice President: Raymon Finch, Jr.
Emerald Dunes Golf Course
2100 Emerald Dunes Drive
West Palm Beach, Florida 33411

Director/Secretary/Treasurer: Gregory Christovich
Selva Marina Country Club
1000 Selva Marina Drive
Atlantic Beach, Florida 32233

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 2nd day of June, 1995.

Signature(s) of Incorporator(s):

A handwritten signature in cursive script, appearing to read 'William Stine', written over a horizontal line.

William Stine

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

Filing Fee: \$70.00

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Florida Chapter of The National Golf Course Owners Association, Inc.
(must include suffix)

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

William Stine

(Name)

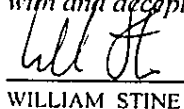
2801 Kissimmee Bay Golf Club

(Street address - P.O. Box not acceptable)

Kissimmee, Florida 34744

(City/State/Zip)

Having been named as registered agent 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.


WILLIAM STINE

JUNE 2, 1995
(DATE)

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