

# N960000003039

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PLEASE REPLY TO:

Winter Haven

June 3, 1996

RECEIVED  
JUN 13 1996

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

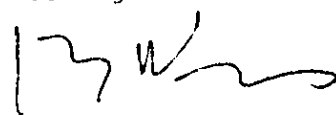
RE: LANGLEY GOLF MUSEUM, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$122.50 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,



KERRY M. WILSON

pk  
Enclosures

RECEIVED  
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67-96

ARTICLES OF INCORPORATION  
OF  
LANGLEY GOLF MUSEUM, INC.

ARTICLE I

CORPORATE NAME

The name of this corporation is LANGLEY GOLF MUSEUM, INC.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

PURPOSES

The primary purposes for which this corporation is formed are:

1. to operate a museum designed to educate persons as to the history of the game of golf, with a particular emphasis on the development of the amateur game, and golf equipment and accessories used by amateur golfers.
2. to preserve for educational purposes equipment, accessories, photographs, paintings and other items related to the history of golf.
3. to promote the undergraduate and graduate education of needy or disadvantaged men or women who have demonstrated proficiency in and commitment to the development of the game of golf.
4. to solicit and receive, according to all legal requirements, gifts and contributions for the purposes of carrying out the objectives of this corporation.

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5. to do any and all of the acts and exercise any and all of the powers now or hereafter authorized under the laws of the State of Florida to be done and exercised by not for profit corporations.

6. to do any and all things necessary, suitable or proper for the accomplishment of any of the purposes set forth above, or which shall appear to be conducive to or expedient for the protection and benefit of this corporation.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE V

##### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted exclusively by a Board of Directors consisting of not less than three (3) persons and not more than nine (9) persons. The initial number of Directors of the corporation shall be three (3), provided, however, that such number may be changed pursuant to the Bylaws duly adopted by the Board. At all times the number of the Board of Directors shall consist of an odd number. The term of office for all directors shall be one (1) year or until their successors are elected and qualify. The Board shall at all times include the three (3) officers elected pursuant to Article V.B. below.

The name and address of such initial members of the Board of Directors are as follows:

| <u>Name</u>     | <u>Address</u>                             |
|-----------------|--|
| Burton Langley  | 1752 St. Tropez Ct.<br>Kissimmee, FL 34744 |
| Daniel Brunson  | 1747 St. Tropez Ct.<br>Kissimmee, FL 34744 |
| Barbara Langley | 1752 St. Tropez Ct.<br>Kissimmee, FL 34744 |

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all of the members of the Board shall individually or

collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors of the Corporation shall elect the following officers: President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Members to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board. Until such election is held, the following persons shall serve as corporate officers:

| <u>Title</u>        | <u>Name</u>     |
|---------------------|-----------------|
| President           | Burton Langley  |
| Secretary/Treasurer | Barbara Langley |

## ARTICLE VI

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article IV hereof. No compensation shall be paid to officers or directors of the corporation for serving in such capacities, although such persons may be reimbursed for reasonable travel expenses incurred for strictly corporate purposes.

B. 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.

C. Notwithstanding any other provision of these Articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

## DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to Oneida Baptist Institute, if such organization is still in existence and is a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, or if otherwise, exclusively for the purposes of the corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes.

## ARTICLE VIII

## MEMBERSHIP

Members shall consist of those persons, and only those persons, who shall at the time constitute the Board of Directors hereof.

ARTICLE IX

## SUBSCRIBERS

The name and address of the Subscriber of this corporation is as follows:

Name

Address

Burton Langley

1752 St. Tropez Ct.  
Kissimmee, FL 34744

## ARTICLE X

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are

financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction or that his or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the members.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

## ARTICLE XI

### AMENDMENT OF ARTICLE AND BYLAWS

Subject to the limitations and notice provisions contained in the Bylaws, these Articles of Incorporation and the Bylaws of this corporation may be amended, altered, rescinded, added to, or new Articles or Bylaws may be adopted, by a vote of not less than 75% of the Board of Directors of the corporation present at a meeting at which a quorum is present.

## ARTICLE XII

### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to promoting the purposes set forth in Article IV hereof, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1752 St. Tropez Ct., Kissimmee, Florida, 34744, and the name of its registered agent at said address shall be Burton Langley.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 22 day of April, 1996.

Witnessed by:

Mark Starnow.  
James [Signature]

BURTON LANGLEY  
BURTON LANGLEY

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 30 day of May, 1996, by BURTON LANGLEY, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)

Laurie A. Lee  
NOTARY PUBLIC  
LAURIE A. LEE  
Print Name of Notary

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That LANGLEY GOLF MUSEUM, INC., desiring to organize and qualify as a not-for-profit corporation under the laws of the State of Florida, with its initial registered office at 1752 St. Tropez Ct., Kissimmee, Florida, 34744, has named Burton Langley, located at 1752 St. Tropez Ct., Kissimmee, Florida, 34744, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Burton Langley hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

BURTON LANGLEY

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 30 day of May, 1996, by BURTON LANGLEY, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)

LAURIE A. LEE  
NOTARY PUBLIC

LAURIE A. LEE  
Print Name of Notary

My Commission Expires: