

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-0000
N96 000005277



networks

PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 120073 80388A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : October 15, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 120073-010

CUSTOMER NO: 80388A

CUSTOMER: John A. Panyko, Esq
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

DOMESTIC FILING

NAME: EMERALD COAST CLASSIC
FOUNDATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

N. HENDRICKS OCT 15 1996

FILED
OCT 15 PM 1:27

96 OCT 15 AM 9:58

FILED OCT 15 1996

File 2nd

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

30 SOUTH SPRING STREET

POST OFFICE DRAWER 1271

PENSACOLA, FLORIDA 32596

PENSACOLA (904) 433-6581

FT. WALTON BEACH (904) 243-6581

FACSIMILE (904) 434-5556

TOLL FREE 1-800-433-6581

ALAN B. BOOKMAN
T. A. BONDWELL, JR.
A. G. CONDON, JR.
ERICK M. DILLICKA
PATRICK O. EMMANUEL
ROBERT A. EMMANUEL
KRAEMER A. LITVAK
WM. DOUGLAS MARSH

GERALD MCKENZIE
JOHN W. MONROE, JR.
JOHN A. PANYKO
WANDA WOODALL RADCLIFFE
ALAN C. SHEPPARD
J. D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD

September 6, 1996

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

3000019423133
-03/09/96 -01038 -010
****122.50 ****122.50

RE: Emerald Coast Classic Foundation, Inc.
Our File No.: E282-23676

Refund

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to Emerald Coast Classic Foundation, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

JAP/pmg
Enclosures

W 96-19018



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1996

EMMANUEL, SHEPPARD & CONDON
POST OFFICE DRAWER 1271
PENSACOLA, FL 32596

SUBJECT: EMERALD COAST CLASSIC FOUNDATION, INC.
Ref. Number: W96000019018

We have received your document for EMERALD COAST CLASSIC FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 596A00042163

*Sent back through
CSC Networks.
Refund \$122.50.*

**STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: EMMANUEL, SHEPPARD & CONDON EIN or SS#: _____

Address: JOHN PANYKO
P.O. BOX 1271
PENSACOLA, FL 32596

Amount: \$122.50 Date Paid _____

Reason for claim: OVERPAYMENT OF FILING FEES. (PAID BY CSC ACCOUNT AND BY CHECK)

EMERALD COAST CLASSIC FOUNDATION, INC.

N96000005277

Certified true and correct this _____ day of _____, 19 _____.

Signature _____

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only		N. HENDRICKS 10/15/96
<i>Agency recommends approval of above claim and submits the following information to substantiate the claim:</i>		
Amount of recommended refund \$		<u>122.50</u>
<i>The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>01038-010</u> dated <u>9/9/96</u>.</i>		
Name of Account		<u>4520213000145300000000010000</u>
Statutory Authority for Collection		<u>617.0122</u>
It is requested that payment be made from the following account:		
NAME OF ACCOUNT:		<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____.		
Department of State, Division of Corporations (Agency)		_____ (Authorized Signature and Title)

ARTICLES OF INCORPORATION
-OF-
EMERALD COAST CLASSIC FOUNDATION, INC.

FILED
95 OCT 15 PM 1:27
PENSACOLA, FLORIDA

ARTICLE I

Name

The name of this corporation is Emerald Coast Classic Foundation, Inc. The address of the principal office of the corporation is c/o The Moors Golf Club, 25 West Cedar Street, Pensacola, Florida 32501, and its mailing address is identical.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational and charitable purposes 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

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. Promote, sponsor and conduct Professional Golf Association sports activities and events, including but not limited tournaments sanctioned by the PGA Tour, PGA of America, or the LPGA.

B To operate exclusively in any manner 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 under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons.

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

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.

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, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, 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 provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. 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 or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The membership of the corporation shall be open to all people interested in promoting sports for charitable purposes and such other persons who shall request membership in the corporation and shall meet the requirements for membership as established and set forth in the bylaws of the corporation. The members shall have such rights and powers provided voting members from time to time by the Florida Not-For-Profit Corporation Act and such duties and responsibilities as are provided in the bylaws of the corporation. The qualifications for members and the manner of their admission shall be regulated by the bylaws of the corporation.

ARTICLE IX

Incorporator

The name of the Incorporator of this corporation is John A. Panyko and his address is 30 South Spring Street, Pensacola, Florida 32501.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes 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 XII

Registered Agent and Office

The address of the corporation's registered office shall be 30 South Spring Street, Pensacola, Florida 32501, and the name of its registered agent at said address shall be John A.

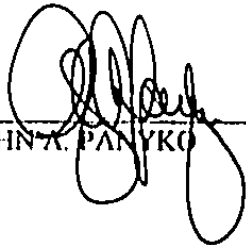
Panyko

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be occur by a amendment approved by the Board of Directors.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 6th day of September, 1996.

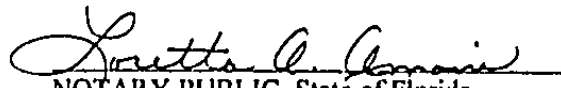


JOHN A. PANYKO

STATE OF FLORIDA
COUNTY OF ESCAMBIA

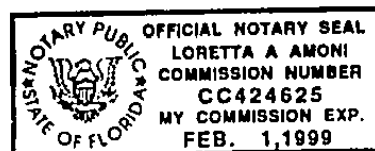
BEFORE ME, the undersigned authority, personally appeared JOHN A. PANYKO, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of September, 1996



NOTARY PUBLIC, State of Florida
My Commission Expires: 2/1/99

(NOTARY SEAL)



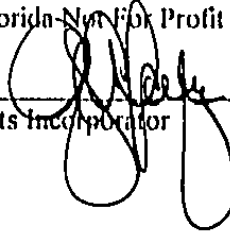
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted: Emerald Coast Classic Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 25 West Cedar Street, Pensacola, Florida 32501, has named John A. Panyko as its agent to accept service of process at 30 South Spring Street, Pensacola, Florida 32501.

EMERALD COAST CLASSIC FOUNDATION, INC.
A Florida Not For Profit Corporation

By: _____

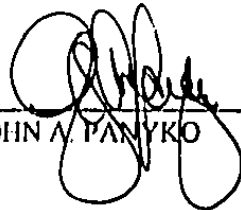
Its Incorporator

A handwritten signature in black ink, appearing to read "John A. Panyko", is written over a horizontal line. The signature is stylized with large loops and a long tail.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, John A Pnyko, am familiar with and hereby accept the appointment as Registered Agent for EMERALD COAST CLASSIC FOUNDATION, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 6TH day of September, 1996.



JOHN A. PANYKO

FILED
96 OCT 15 PM 1:27
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
800-342-8080
N96000005277



ACCOUNT NO. : 072100000032

REFERENCE : 120073 80388A

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : October 15, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 120073-015

CUSTOMER NO: 80388A

400001875044--2

CUSTOMER: John A. Panyko, Esq
Emmanuel Sheppard & Condon
Post Office Drawer 1271

Pensacola, FL 32596

ARTICLES OF MERGER

EMERALD COAST CLASSIC
FOUNDATION, INC., AN ALABAMA
CORPORATION

INTO

EMERALD COAST CLASSIC
FOUNDATION, INC., A FLORIDA
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS OCT 16 1996

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED

96 OCT 15 PM 1:56

RECEIVED

96 OCT 15 PM 4:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

D.K. to
File per Lyn T.
(Date of adoption is
before survivor was
incorporated.)

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMERALD COAST CLASSIC FOUNDATION, INC., AN ALABAMA
CORPORATION, NOT QUALIFIED.

INTO

EMERALD COAST CLASSIC FOUNDATION, INC., a Florida corporation,
N96000005277

File date: October 15, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER OF
EMERALD COAST CLASSIC FOUNDATION, INC.
AN ALABAMA CORPORATION**

INTO

**EMERALD COAST CLASSIC FOUNDATION, INC.
A FLORIDA CORPORATION**

Pursuant to the provisions of Section 617.1107 and 617.1105 of the Florida Not For Profit Corporation Act, as amended, and Sections 10-3-1 et seq. of the Alabama Nonprofit Corporation Act, as amended, the undersigned corporations adopt the following Articles of Merger for the purposes of merging Emerald Coast Classic Foundation, Inc., an Alabama corporation, into Emerald Coast Classic Foundation, Inc., a Florida corporation, in order to consummate a change in the place of incorporation of such Alabama corporation:

1. Emerald Coast Classic Foundation, Inc., is incorporated under the laws of the State of Alabama, and the laws of such jurisdiction permit this merger.

2. Emerald Coast Classic Foundation, Inc., is incorporated under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

3. The following plan of merger was approved by the Board of Directors and members of Emerald Coast Classic Foundation, a Florida corporation and the surviving corporation, in the manner prescribed by the Florida Not For Profit Corporation Act, and was authorized and approved in the manner prescribed by the provisions of the Alabama Nonprofit Corporation Act, the jurisdiction under which the merging corporation is organized:

n. Merger. As soon as all of the following events shall have happened, viz.,

1. The Plan of Merger shall have been duly adopted and approved by the Board of Directors of Emerald Coast Classic Foundation, Inc., a Florida corporation, and Emerald Coast Classic Foundation, Inc., an Alabama corporation, in accordance with the laws of the jurisdiction in which each corporation is organized and such facts shall have been certified thereon by the respective secretary of each corporation under their respective seals; and

2. This Plan so adopted and certified shall have been signed, acknowledged and filed, all as required by the provisions of the laws of the

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SECRETARY OF STATE
ALABAMA

States of Florida and Alabama;

thereupon, Emerald Coast Classic Foundation, an Alabama corporation, , Inc., shall be deemed to have been merged with and into Emerald Coast Classic Foundation, Inc., a Florida corporation, which shall be the surviving corporation and the place of incorporation of such corporation changed from the State of Alabama to the State of Florida.

b. Terms and Conditions. On the effective date of the merger, the separate existence of Emerald Coast Classic Foundation, Inc., an Alabama corporation, shall cease, and Emerald Coast Classic Foundation, Inc., a Florida corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of Emerald Coast Classic Foundation, Inc., an Alabama corporation, without the necessity for any separate transfer. Emerald Coast Classic Foundation, Inc., a Florida corporation, shall thereafter be responsible and liable for all of the liabilities and obligations of Emerald Coast Classic Foundation, Inc., an Alabama corporation, and neither the rights of creditors or any liens on the property of Emerald Coast Classic Foundation, Inc., an Alabama corporation, shall be impaired by the merger.

c. Conversion and Exchange of Shares. Neither company involved in this merger is authorized to issue any stock. Therefore, no conversion and exchange of shares will occur.

d. Change in Articles of Incorporation. The Articles of Incorporation of Emerald Coast Classic Foundation, Inc., a Florida corporation, as they presently exist shall continue to be the Articles of Incorporation following the effective date of the merger.

e. Changes in Bylaws. The Bylaws of Emerald Coast Classic Foundation, Inc., a Florida corporation, as they presently exist shall continue to be the Bylaws of Emerald Coast Classic Foundation, Inc., following the effective date of this merger.

f. Directors and Officers. The directors and officers of Emerald Coast Classic Foundation, Inc., a Florida corporation, as of the effective date of the merger shall continue as directors and officers of Emerald Coast Classic Foundation, Inc., for the full unexpired terms of their offices and until their successors have been duly elected and qualify.

g. Prohibited Transactions. None of the corporations involved in this merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate this merger under the laws of the

jurisdiction in which each corporation is organized.

h. Effective Date of the Merger. The effective time and date of this merger shall be when the Secretary of State of the State of Alabama issues a Certificate of Merger.

i. Further Instruments. From time to time, as and when requested by the corporations involved in this merger, its former stockholders, directors and officers shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, will take or cause to be taken any further or other action as Emerald Coast Classic Foundation, Inc., may deem necessary or desirable in order to vest in and confirm to Emerald Coast Classic Foundation, Inc., title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this plan.

j. Registered Agent. The Alabama Secretary of State is irrevocably appointed agent of Emerald Coast Classic Foundation, Inc., to accept service of process in any action to enforce its obligation or dissenting member suits.

4. A copy of the Plan of Merger set forth in Article 3 above was delivered on June 20, 1996, to three (3) members of Emerald Coast Classic Foundation, Inc., a Florida corporation, and Emerald Coast Classic Foundation, Inc., an Alabama corporation, and the members of each corporation unanimously approved (such votes are sufficient for approval) such Plan immediately thereafter and authorized the filing of these Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of Alabama immediately after execution.

Executed on behalf of the parties by their officers, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this ____ of September, 1996.

EMERALD COAST CLASSIC FOUNDATION, INC.
A Florida corporation

ATTEST:

Elizabeth Buckingham

Its Secretary

(CORPORATE SEAL)

BY:

JAMES C. LEE, III
JAMES C. LEE, III, Its President

EMERALD COAST CLASSIC FOUNDATION, INC.
An Alabama corporation

ATTEST:

Elizabeth Buckingham
Its Secretary

BY:

JAMES C. LEE, III
JAMES C. LEE, III, Its President

(CORPORATE SEAL)

STATE OF ALABAMA
COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 13th day of September, 1996, by JAMES C. LEE, III, as President and Secretary of EMERALD COAST CLASSIC FOUNDATION, INC., an Alabama corporation, on behalf of the corporation.

Sign

Elizabeth Buckingham

Print

Elizabeth Buckingham
NOTARY PUBLIC, State of Alabama

Notary Public, Alabama, State At Large
My Commission Expires June 2, 1997

STATE OF ALABAMA
COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 13th day of September, 1996, by JAMES C. LEE, III, as President and Secretary of EMERALD COAST CLASSIC FOUNDATION, INC., an Florida corporation, on behalf of the corporation.

Sign

Elizabeth Buckingham

Print

Elizabeth Buckingham
NOTARY PUBLIC, State of Alabama

Notary Public, Alabama, State At Large
My Commission Expires June 2, 1997