



THE UNITED STATES  
CORPORATION  
COMPANY

# N96000006573

ACCOUNT NO. : 072100000032

REFERENCE : 201712 128232A

AUTHORIZATION :

COST LIMIT : \$ PPD \$70.00

ORDER DATE : December 26, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 201712-005

CUSTOMER NO: 128232A

CUSTOMER: Dennis Solomon, Esq  
DENNIS M. SOLOMON, P.A.

Suite 304  
760 U.s. Highway One  
North Palm Beach, FL 33408

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-12/26/96--01045--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: NATIONAL ASSOCIATION  
OF JUNIOR GOLFERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

*RWC 12/27/96*

FILED  
96 DEC 26 AM 10:03  
RECEIVED  
96 DEC 26 PM 1:57  
TALLAHASSEE  
FLORIDA  
DIVISION OF CORPORATION

**FILED**  
96 DEC 26 AM 10:03  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF JUNIOR GOLFERS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida under Chapter 617.0202, as amended:

**Article I  
NAME**

The name of the corporation (the "Corporation") is National Association of Junior Golfers, Inc.

**Article II  
ADDRESS**

The street address of the initial principal office of the Corporation is 11300 U.S. Highway One, Suite 400, North Palm Beach, FL 33408 and the mailing address of the Corporation is P.O. Box 30832, Palm Beach Gardens, FL 33410.

**Article III  
PURPOSE**

This Corporation is formed exclusively for educational purposes or to foster educational and developmental opportunities for the junior golfer. It is the purpose and intent of this Corporation to qualify for exemption from tax on corporations under Section 501, (c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

**Article IV  
DIRECTORS**

The manner in which the directors of this Corporation are to be appointed or elected shall be as set forth in the bylaws of this Corporation.

**Article V  
ADDRESS**

The street address of the corporation's initial registered office is and the name and address of its initial registered agent is: Michael San Filippo, 7897 S.E. Spicewood Circle, Hobe sound, FL 33455

**Article VI**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Holly J Griffin,        11097 Thyme Drive, Palm Beach Gardens, FL 33418

**Article VII**  
**DURATION**

This Corporation is to commence its corporate existence on the date these Articles are filed with the Secretary of State's office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article VIII**  
**CAPITAL STOCK**

This Corporation is not authorized to issue any capital stock.

**Article IX**  
**INITIAL BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board"). This Corporation shall have five (5) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

The names and street addresses of the directors who shall hold office until their successors are duly elected or appointed are:

Robert D. McGraw	Box 39, Jackson, NH 03846
Wayne T. Natti	RFD 2 Lisbon Rd., Box 98, Littleton, NH 03561
Holly J. Griffin	11097 Thyme Drive, Palm Beach Gardens, FL 33418
Michael San Filippo	7897 S.E. Spicewood Circle Hobe Sound, FL 33455
Frank Mantua	5673 Columbia Rd., # 202 Columbia, MD 21044

**Article X**  
**CLASSES OF MEMBERSHIP**

The Corporation shall have two (2) classes of Members. One class shall be those persons who are members of the Board of Directors of this Corporation, who shall be voting members, with one (1) vote each. The other class of members shall be those admitted to membership by the Board of directors, from time to time, whose memberships shall be non-voting. The initial members of the corporation are the members of the Board of Directors named in the preceding Article.

**Article XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**Article XII**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in its Board of Directors.

**Articles XIII**  
**POWERS**

This Corporation shall have all of the powers available to corporations incorporated under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 617.0302, 1995, as amended, provided, however, that it is the intent of the Corporation that it not do any act or have any power which would prevent it from having tax exempt status under Section 501 (c) (3) of the Code with respect to corporations formed exclusively for educational purposes or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment).

**Article XIV**  
**MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors of the Corporation may participate in meetings of the Board by means of telephone conference calls and may lawfully adopt corporate resolutions by unanimous written consent of the members of the Board, as provided by law


**Article XV**  
**DEDICATION AND DISTRIBUTION OF ASSETS: DISSOLUTION**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in Article III hereof. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. 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 public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of December, 1996.

**INCORPORATOR:**

  
Holly J. Griffin

SEP 26 11:03 AM '96

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 617 0501, Florida Statutes, 1995, as amended, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida, as follows

- 1 The name of the corporation is National Association of Junior Golfers, Inc
- 2 The name and address of the registered agent and office of the corporation is  
Michael San Filippo  
(NAME)  
7897 S.E. Spicewood Circle,  
( Street Address- P O Box not acceptable)  
Hobe Sound, FL 33455  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

SIGNATURE Michael San Filippo  
Michael San Filippo  
Dated: 12/22/96