

LAW OFFICE

KEITH A. JAMES

N97000006289

November 5, 1997

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002340128--6
-11/06/97--01057--016
***122.50 ***122.50

RE: UNITED STAES GOLF FOUNDATION

Dear Sirs:

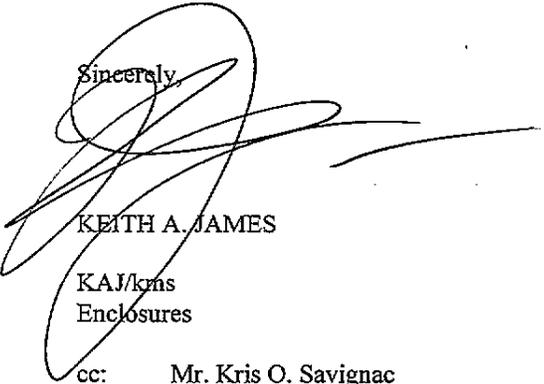
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of \$122.50, representing payment for the following expenses:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Please return the certified copy to this office at your earliest convenience.

If you should have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,



KEITH A. JAMES
KAJ/kms
Enclosures
cc: Mr. Kris O. Savignac

KEITH A. JAMES, P.A.
1655 Palm Beach Lakes Blvd., Suite 810
West Palm Beach, Florida 33401
Phone (561) 686-4500 • Fax (561) 684-1508

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

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OF

UNITED STATES GOLF FOUNDATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

The undersigned, acting as incorporator of a Florida corporation not-for-profit under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **UNITED STATES GOLF FOUNDATION, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 2665 West Edgewater Drive, Palm Beach Gardens, Florida 33410.

ARTICLE IV

PURPOSES

The Corporation is organized for the purpose of (i) designing and constructing public facilities including, but not limited to, golf courses, sports complexes, education and training centers, with full access to minority group members, senior citizens and physically disadvantaged persons, and (ii) providing education and training in job skills, golf fundamentals, and self-esteem development.

ARTICLE V

NO DISTRIBUTION OF PROFITS

The Corporation is not organized for a pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, or other private person, 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. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE VI

PROHIBITION AGAINST POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be devoted to the promulgation

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 §501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Boulevard, Suite 810, Tower C, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is KEITH A. JAMES.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of members and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

	<u>Name:</u>	<u>Address:</u>
1.	Kris O. Savignac	2665 W. Edgewater Drive Palm Beach Gardens, FL 33410
2.	Matthew Barnes	370 Cadaleigh Court Alpharetta, GA 30202

ARTICLE IX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such non-profit charitable corporation(s), or municipal corporation(s), as may be selected by the board of directors of the Corporation so that the business, property and assets of the Corporation shall then be used for, and devoted to, one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 Florida 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. Under no circumstances shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to its members, directors, trustees or officers; it being the intent, in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objects and purposes herein set forth, that the

property and assets then owned by the Corporation shall be devoted to one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X

BYLAWS

The Bylaws of this Corporation may be adopted, altered or rescinded by majority vote of the Directors. The Bylaws may contain any provisions for the regulation and management of the affairs for the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XI

INCORPORATOR

The name and street address of the incorporator is as follows:

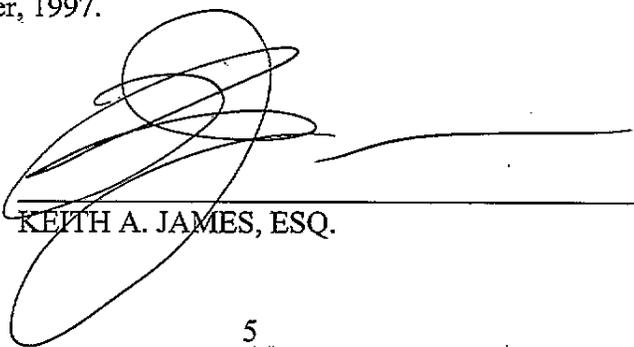
Name:

Address:

KEITH A. JAMES, ESQ.

1655 Palm Beach Lakes Boulevard
Suite 810, Tower C
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 5th day of November, 1997.



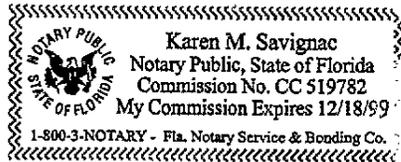
KEITH A. JAMES, ESQ.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 5th day of November, 1997, by **KEITH A. JAMES, ESQ.**, who:

- is personally known to me; or
- has produced identification: _____

Karen M. Savignac
Notary Public, State of Florida
My Commission Expires: 12-18-99



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, KEITH A. JAMES, am familiar with and accept the obligations of the appointment as the initial registered agent of **UNITED STATES GOLF FOUNDATION, INC.**, as made in the foregoing Articles of Incorporation.

DATED this 5th day of November, 1997.

By: [Signature]
KEITH A. JAMES, ESQ.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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