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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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\*BOARD CERTIFIED  
REAL ESTATE LAWYER

\*\*BOARD CERTIFIED  
TAX LAWYER

†CERTIFIED CIRCUIT  
COURT MEDIATOR

January 5, 1998

N98000000188

3295-1

Bureau of Corporate Records  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **COMMUNITY JUNIOR GOLF PROGRAM, INC.,**  
**a Florida non-profit corporation**

200002397302--5  
-01/12/98--01112--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find the original and duplicate of Articles of Incorporation for the above-referenced Corporation, together with a check in the amount of \$70.00 to cover the following:

|                     |         |
|---------------------|---------|
| Filing the Articles | \$35.00 |
| Registered Agent    | \$35.00 |

Please file the original Articles of Incorporation and return a stamped copy to us in the enclosed self-addressed, stamped envelope. Thank you.

Very truly yours,



E. John Lopez

EJL:dfc\corp\clark-d\SOS-fil.art

Enclosures

cc: Mr. Duncan A. Clark  
Michael J. Glass, CPA

bt  
1/14

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DIVISION OF CORPORATION  
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**ARTICLES OF INCORPORATION  
OF**

**COMMUNITY JUNIOR GOLF PROGRAM, INC.**

A Florida Non-Profit Corporation

These articles of incorporation are signed by the incorporators for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

**ARTICLE I. - NAME**

The name of this corporation is COMMUNITY JUNIOR GOLF PROGRAM, INC. The principal office and the mailing address of the corporation is P. O. Box 1075, Osprey, FL 34220.

**ARTICLE II. - PURPOSE**

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

- (a) Administering for charitable purposes property donated to the corporation;
- (b) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;
- (c) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a);
- (d) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and
- (e) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

**ARTICLE III. - MEMBERSHIP**

The corporation shall have no members.

**ARTICLE IV. - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V. - BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The initial directors of this corporation shall be Duncan A. Clark, Dale Ferguson and Frank Polewski. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

**ARTICLE VI.  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this corporation shall be: Duncan A. Clark. The registered agent shall be: 5085 Kingsley Road, North Port, FL 34287.

**ARTICLE VII. - COMPENSATION AND ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but 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 II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE VIII. - INDEMNIFICATION**

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

**ARTICLE IX. - INCORPORATORS**

The name and address of the incorporator is as follows:

Duncan A. Clark  
5085 Kingsley Road  
North Port, FL 34287

**ARTICLE X - OFFICERS**

The board of directors shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

**ARTICLE XI. - BYLAWS**

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

**ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION**

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

**ARTICLE XIII. - DISSOLUTION**

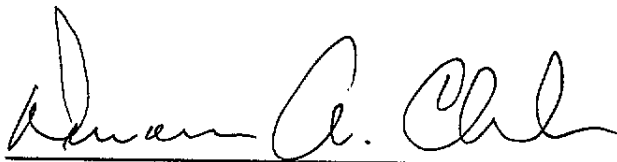
Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall

then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

**ARTICLE XIV. - DEFINITIONS**

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on January 5, 1998.

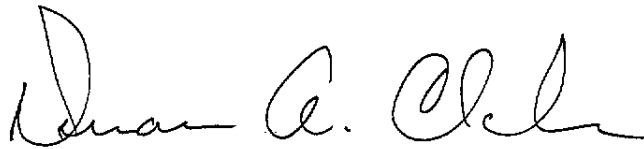
  
Duncan A. Clark

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process at the place designated in the articles, 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.

DATED January 5, 1998.



Duncan A. Clark