

N980000000188

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800003409208--7
-03/26/01--01029--031
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- into
1. Florida Adaptive Golf, Inc. (Corporation Name) N98-4074 (Document #)
 2. Community Junior Golf Program, Inc. (Corporation Name) N98-188 (Document #)
 3. _____ (Corporation Name) _____ (Document #)
 4. _____ (Corporation Name) _____ (Document #)

☒ Walk in

☒ Pick up time 3/26

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Stamped
Photocopy (2)

☐ Certificate of Status

RECEIVED
MAR 26 AM 11:04
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

OK
3/26/01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA ADAPTIVE GOLF, INC., a Florida corporation N98000004074

INTO

COMMUNITY JUNIOR GOLF PROGRAM, INC. which changed its name to
FLORIDA ADAPTIVE GOLF, INC., a Florida entity, N98000000188.

File date: March 26, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF FLORIDA ADAPTIVE GOLF, INC. INTO
COMMUNITY JUNIOR GOLF PROGRAM, INC.

FILED
01 MAR 26 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, et. seq. of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Directors of each of the undersigned Corporations in a manner prescribed by the Florida Not For Profit Corporation Act. The Plan of Merger is attached to these Articles of Merger as **Exhibit "A"** and incorporated by reference herein. The effective date of the Plan of Merger is the date of filing these Articles of Merger with the Florida Department of State.

2. The dates of adoption of the Plan of Merger by the Directors were:

Name of Corporation

Date

COMMUNITY JUNIOR GOLF PROGRAM, INC.,
a Florida corporation

October 5, 2000

FLORIDA ADAPTIVE GOLF, INC.,
a Florida corporation

October 5, 2000

3. Both of the undersigned corporations have no members.

4. The number of Directors in office and entitled to vote on such plan for each of the corporations is as follows:

<u>Name of Corporation</u>	<u>Directors</u>
COMMUNITY JUNIOR GOLF PROGRAM, INC., a Florida corporation	3
FLORIDA ADAPTIVE GOLF, INC., a Florida corporation	3

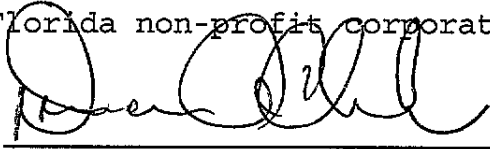
5. As to each of the undersigned corporations, the total number of directors voting for and against such Plan, respectively, are as follows:


<u>Name of Corporation</u>	<u>Directors Voted For</u>	<u>Directors Voted Against</u>
COMMUNITY JUNIOR GOLF PROGRAM, INC.	3	0
FLORIDA ADAPTIVE GOLF, INC.	3	0

DATED: October 5, 2000

[Corporate Seal]

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

By: 
DUNCAN A. CLARK, President

By: 
DUNCAN A. CLARK, Secretary

FLORIDA ADAPTIVE GOLF, INC.,
a Florida non-profit corporation,

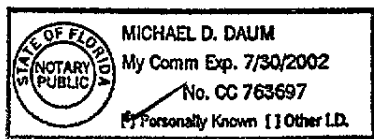
[Corporate Seal]

By: Paul B. Goodlander
PAUL B. GOODLANDER,
Chairman & President

By: Rosanne M. Goodlander
ROSANNE M. GOODLANDER, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

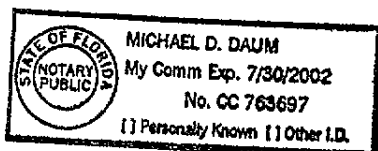
The foregoing instrument was acknowledged before me on March 20th, 2001, by DUNCAN A. CLARK, as President and Secretary of COMMUNITY JUNIOR GOLF PROGRAM, INC., who is (Notary choose one) [☒] personally known to me, or [☐] who have produced _____ as identification.



Michael D. Daum
Signature of Notary Public
Printed name: Michael D. Daum
My Commission expires: 7/30/2002

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 20th, 2001, by PAUL B. GOODLANDER, as Chairman & President, and by ROSANNE M. GOODLANDER, as Secretary, of FLORIDA ADAPTIVE GOLF, INC., who are (Notary choose one) [☒] personally known to me, or [☐] who have produced _____ as identification.



Michael D. Daum
Signature of Notary Public
Printed name: Michael D. Daum
My Commission expires: 7/30/2002

EXHIBIT

A

PLAN OF MERGER

THIS PLAN OF MERGER dated October 5, 2000, between FLORIDA ADAPTIVE GOLF, INC., a Florida non-profit corporation (hereinafter referred to as "ADAPTIVE" or "Absorbed Corporation"), and COMMUNITY JUNIOR GOLF PROGRAM, INC., a Florida non-profit corporation (hereinafter referred to as "COMMUNITY" or "Surviving Corporation").

WITNESSETH:

WHEREAS, COMMUNITY is a corporation organized and existing under the laws of the State of Florida with its principal office at P. O. Box 1075, Osprey, FL 34220; and

WHEREAS, COMMUNITY has no members and is governed by a Board of Directors; and

WHEREAS, ADAPTIVE is a corporation organized and existing under the laws of the State of Florida, with its principal office at 741 South Beneva Road, Sarasota, FL 34232; and

WHEREAS, ADAPTIVE has no members and is governed by a Board of Directors; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations that ADAPTIVE be merged into COMMUNITY pursuant to the provisions of Sections 617.1101 et. seq. of the Florida Non-Profit Corporation Act, in order that the transaction qualify as a

"reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective on the date of the filing of the Articles of Merger with the Florida Department of State, ADAPTIVE shall merge with and into COMMUNITY, which will be the Surviving Corporation. The name of the Surviving Corporation shall change to FLORIDA ADAPTIVE GOLF, INC.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION THREE - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as a not for profit corporation under the Florida Not For Profit Corporation Act. When the Absorbed Corporation shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities, if any, of the Absorbed Corporation.

SECTION FOUR - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger. The principal office and mailing address of the Surviving Corporation shall change to 3695 Breezemont Drive, Sarasota, FL 34232.

SECTION FIVE - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SIX - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of three members. The Directors of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual

meeting of the Surviving Corporation or until their successors have been duly elected or appointed and qualified:

Duncan A. Clark,
Paul B. Goodlander, and
Rosanne M. Goodlander.

The officers of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Board of Directors or until their successors have been duly elected or appointed and qualified:

President:	Paul B. Goodlander
Vice President:	Duncan A. Clark
Secretary:	Rosanne M. Goodlander
Treasurer:	Paul B. Goodlander

SECTION SEVEN - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except to take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION EIGHT - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be the date of the filing of the Articles of Merger with the Florida Department of State.

SECTION NINE - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the directors of either the Surviving or the Absorbed Corporation on or before January 31, 2001.

SECTION TEN - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

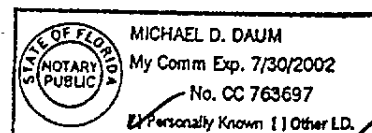
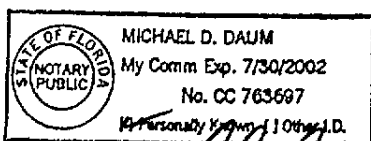
FLORIDA ADAPTIVE GOLF, INC.,
a Florida Corporation

(Corporate Seal)

By: Paul B. Goodlander
PAUL B. GOODLANDER,
Chairman & President

Attest:

Rosanne M. Goodlander
ROSANNE M. GOODLANDER,
Secretary



(Corporate Seal)

COMMUNITY JUNIOR GOLF PROGRAM, INC.,
a Florida corporation

By:

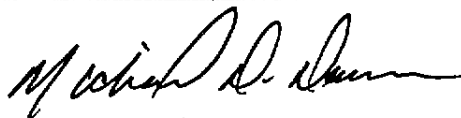
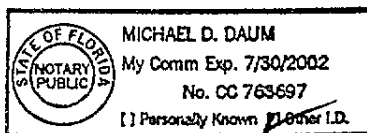


DUNCAN A. CLARK, President

Attest:



DUNCAN A. CLARK,
Secretary



7/30/2002

Michael D. Daum