

# N99000005396

## TRANSMITTAL LETTER

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

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-09/10/99--01051--001  
\*\*\*\*130.00 \*\*\*\*\*87.50

**SUBJECT: Golf Naturale International, Inc.**

Enclosed in an original and one (1) copy of the articles of incorporation and a check for:

\$131.25  
Filing fee,  
Certified Copy  
& Certificate

**FROM:** Ernesto Tarabini  
Rt. 2, Box 121K  
Greenville, Florida 32331-9408

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF**

**Golf Naturale International, Inc.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation ("Corporation") is **Golf Naturale International, Inc.**

**ARTICLE II**

The principal place of business and mailing address of the Corporation shall be: Rt. 2, Box 121K, Greenville, Florida 32331-9408.

**ARTICLE III**

The Corporation is formed for the specific purposes of : (1) providing education about golf courses that require no chemicals to maintain playable conditions; (2) promoting the construction of new golf courses and conversion of current golf courses into facilities requiring no chemicals to maintain playable conditions; and (3) increasing the affordability of the game of golf for the amateur playing public, especially young people, by decreasing the costs of golf course maintenance through the elimination of the need to use chemicals to maintain playable conditions on a golf course. The Corporation shall engage in education about and the promotion of chemical-free golf courses and in other non-profitable activities which qualify as such within the meaning of section 501(c)(3) of the Internal Revenue Code

**ARTICLE IV**

The Corporation is formed exclusively for the purposes under which a corporation may be formed under the Florida Not for Profit Corporation Act and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons or organizations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or

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proper for the furtherance, accomplishment, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purpose. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code.

## ARTICLE V

The Corporation shall instruct the public on the value, importance, and necessity of creating golf courses requiring no chemicals to maintain playable conditions. The Corporation shall also instruct the public on how to create and maintain chemical-free golf courses. The Corporation's educational activities are beneficial to the individual and the community because chemical-free golf courses enhance the environmental quality of a community and make golf more affordable for the general public, especially young people. Pursuant to 26 C.F.R. § 1.501(c)(3)-1 (1999), the Corporation meets the organizational and operational tests for an exempt organization described in section 501(c)(3) of the Internal Revenue Code. The Corporation is formed for educational purposes within the meaning of section 501(c)(3). All other activities carried on by the Corporation, except for insubstantial activities, shall be in the furtherance of the exempt purpose of education about and promotion of golf courses requiring no chemicals to maintain playable conditions. The Corporation shall be operated exclusively for the education about and promotion of golf courses requiring no chemicals to maintain playable conditions and shall only engage in activities which substantially accomplish that exempt purpose.

## ARTICLE VI

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer, convey, and distribute all of the assets of the Corporation to a non-profit corporation affiliated with the University System of Florida or any of its member institutions. Such corporation must be exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VII

The Board of Directors shall consist of at least three (3), but no more than thirty (30) members, who shall constitute voting members of the corporation. Other voting or non-voting members of the Corporation may be defined by the Corporation's By-Laws. At the annual meeting, called in accord with the By-Laws of the Corporation, an election shall be held to elect the Directors, except as otherwise provided in the By-Laws of the Corporation. Each voting member shall have one vote, and the members present shall constitute a quorum. The candidates receiving the greatest number of votes shall be elected as Directors.

## ARTICLE VIII

These Articles of Incorporation may be amended by the affirmative vote of not less than a majority of the persons who exercise the voting rights of the Corporation in accordance with its By-Laws.

## ARTICLE IX

The names and addresses of the natural persons who shall be the initial Directors of the Corporation are as follows:

Francesca Arnold  
Rt. 2 Box 121K  
Greenville, Florida 32330-9408

David Arnold  
Rt. 2 Box 121K  
Greenville, Florida 32330-9408

Ernesto Tarabini  
Rt. 2 Box 121K  
Greenville, Florida 32330-9408

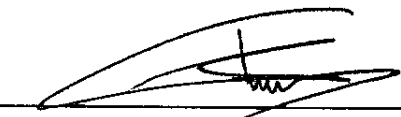
## ARTICLE X

The name and Florida street address of the initial registered agent is: Ernesto Tarabini, Rt. 2, Box 121K, Greenville, Florida 32331-9408.

## ARTICLE XI

The name and address of the Incorporator to these Articles of Incorporation is: Ernesto Tarabini, Rt. 2, Box 121K, Greenville, Florida 32331-9408.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 1999.

  
\_\_\_\_\_  
Ernesto Tarabini  
Incorporator/Registered Agent

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Golf Naturale International, Inc.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 617.0501, Florida Statutes.




Ernesto Tarabini  
Incorporator/Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ~~LEON~~ **MADISON**

BEFORE ME, the undersigned authority personally appeared Ernesto Tarabini, to me well known to be the person who executed the foregoing Articles of Incorporation of the **Golf Naturale International, Inc.**, and acknowledged before me that he signed the same for the uses and purposes expressed therein.

WITNESS my hand and official seal at Greenville, Madison ~~Tallahassee, Leon County~~, Florida the 1st day of September, 1999.

  
Notary Public, State of Florida

(SEAL)

MINNIE M. KING  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires June 20, 2003  
Commission No. CC 827175

My Commission expires: