

TRANSMITTAL LETTER

P000000017875

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CORPORATE GOLF STRATEGIES, INC.  
(Proposed corporate name - must include suffix)

600003137396--B  
-02/16/00--01063--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

☒ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy

☐ \$87.50 Filing Fee Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FILED  
00 FEB 16 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FROM: WILL D. RHAME  
Name (Printed or typed)

15909 DOVER CLIFFE DR.  
Address

LUTZ, FLORIDA 33549  
City, State & Zip

813-269-8129  
Daytime Telephone number

EFFECTIVE DATE  
02-09-00

NOTE: Please provide the original and one copy of the articles.

02/18

# ARTICLES OF INCORPORATION

## OF

### Corporate Golf Strategies, INC.

FILED  
00 FEB 16 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### ARTICLE 1 – NAME

The name of the Corporation is Corporate Golf Strategies, Inc., (hereinafter, "Corporation").

#### ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 15009 N. Florida Ave., # 140, Tampa, Florida 33613 and the mailing address is the same.

#### ARTICLE 4 – INCORPORATOR

The name and street of the incorporator of this Corporation is:

Will D. Rhame  
15909 Dover Cliffe Dr.  
Lutz, Florida 33549

EFFECTIVE DATE  
02-09-00

The officers of the Corporation shall be:

President: Will D. Rhame  
Secretary: Debbie J. Rhame  
Treasurer: Debbie J. Rhame

Whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 6 – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Will D. Rhame  
Debbie J. Rhame

Whose address shall be the same as the principal office of the Corporation.

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED THOUSAND (10,000)** shares of common stock, each share having a par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 – SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provide in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of the stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

#### **ARTICLE 11 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 12 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, The Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is located at 15009 North Florida Ave., # 140, Tampa Florida 33613. The name and address of the registered agent is *Will D. Rhame*

### **ARTICLE 14 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

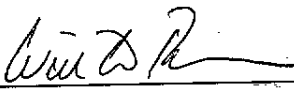
### **ARTICLE 15 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective *February 9, 2000*

### **ARTICLE 16 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of incorporation or in any amendment hereto, or provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

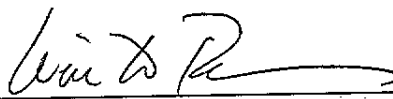
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this February 15, 2000.

  
Will D. Rhame, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN THE ARTICLES OF INCORPORATION**

**FILED**  
00 FEB 16 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Will D. Rhame, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By:   
Will D. Rhame