

CAPITAL CONNECTION, INC.

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PO00000077595

The Nineteenth Hole at Fairwinds,
Inc.

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-08/16/00--01065--008
*****78.75 *****78.75

T BROWN AUG 16 2000

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File cert
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
00 AUG 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 AUG 16 PM 1:31
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
THE NINETEENTH HOLE AT FAIRWINDS, INC.**

FILED
00 AUG 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associates themselves with others to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **THE NINETEENTH HOLE AT FAIRWINDS, INC.**

ARTICLE II

The general nature of the business to be transacted by the corporation and its powers are:

- (a) To own, manage, operate concessions, snack bars, restaurants, grills, cafes including the serving of alcoholic beverages as permitted at various locations within the State of Florida;
- (b) To do all the things and to have and exercise all of the powers, rights, privileges now or hereafter conferred by the Laws of the State of Florida upon corporations;
- (c) The corporation shall further have the power to purchase its own shares for any purpose, if after such purchase its assets will not be less than its liabilities plus stated capital;
- (d) To perform fully any agreement with any person who purchases shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;
- (e) To perform any agreement with any shareholder giving the corporation the right to repurchase such shares upon the shareholder's death or upon the happening of any other event which may be set out in the agreement.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is 7,500 share of common stock having a par value of One Dollar (\$1.00), which shall be fully paid and non-assessable. The holders of each share of common stock shall have one vote for each share owned. If at any time the holders of a majority or more of the then issued and outstanding shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out upon and as its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the corporation, and further provide that notice of the existence of such provision be noted conspicuously on the face or back of each and every Certificate of shares subject to the terms of any such agreement.

ARTICLE IV

The amount of capital with which this corporation is commencing business is not less than \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

Registered Agent for this corporation shall be Paul J. Murray and the registered office of the corporation shall be 4400 Fairwinds Drive, Fort Pierce, Florida 34946. The principal office of this corporation shall be 4400 Fairwinds Drive, Fort Pierce, Florida 34946.

ARTICLE VII

The corporation shall initially, have two (2) Director(s). The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted for the conduct of the affairs of the corporation.

ARTICLE VIII

The name and address of the initial directors are: Paul J. Murray, 1412A Bayshore Drive, Port Pierce, Florida 34949; and John Gallo, 7319 Indrio Road, Suite 1, Fort Pierce, Florida 34951.

ARTICLE IX

The name and street address of the incorporators of this corporation are: Paul J. Murray, 1412A Bayshore Drive, Port Pierce, Florida 34949; and John Gallo, 7319 Indrio Road, Suite 1, Fort Pierce, Florida 34951.

ARTICLE X

The business of the corporation shall initially be conducted by a President, Vice President, Secretary and Treasurer. The business of the corporation shall at any future time be conducted by such other officers as may be elected and qualified pursuant to the By-Laws of this corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

President — John Gallo

Vice President — Paul J. Murray

Secretary — John Gallo

Treasurer — Paul J. Murray

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every

amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 15th day of August, 2000.

John Gallo
John Gallo
Incorporator

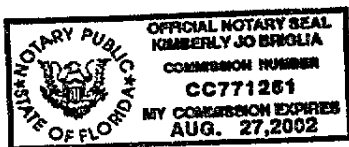
STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared JOHN GALLO, who is ☒ personally known to me or has ☐ produced a _____ Driver's license as identification, and who ☐ did ☒ did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 15th day of August, 2000.

My Commission Expires:

Kimberly Jo Briglia
Notary Public



Paul J. Murray
Paul J. Murray
Incorporator

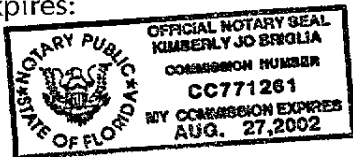
STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared PAUL J. MURRAY, who is ☒ personally known to me or has ☐ produced a _____ Driver's license as

identification, and who ☐ did ☒ did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 15th day of August, 2000.

My Commission Expires:



Kimberly Jo Briglia
Notary Public

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the Registered Agent for THE NINETEENTH HOLE AT FAIRWINDS, INC., and as agent to accept service of process of such corporation, at the place designated in Article VI, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.

Paul J. Murray
PAUL J. MURRAY

FILED
00 AUG 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA