

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000103958

Teoples, Inc.

500003451405--4

-11/03/00--01055--014

*****78.75 *****78.75

RECEIVED
00 NOV -3 AM 11:03
DIVISION OF CORPORATION

W-26457

Signature

Requested by:

Name SJR Date 11/3/00 Time 10:40

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ 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 NOV -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
11-6



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET STE 1
TALLAHASSEE, FL 32301

SUBJECT: TEOPLES, INC.
Ref. Number: W00000026457

We have received your document for TEOPLES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 300A00057255

ARTICLES OF INCORPORATION
OF
TEOPLES, INC.

FILED
00 NOV -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **TEOPLES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To design, develop, manufacture and distribute products and related characters for the golf industry.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 2450 N. W. 63rd Street, Ocala, Florida 34475-3020, and the corporate mailing address is 2450 N. W. 63rd Street, Ocala, Florida 34475-3020.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1 million (1,000,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Second Street S. E., Winter Haven, Florida 33880 and the name of the initial registered agent at that address is Barry W. Bennett.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individual constituting the original Board shall be:

**CHARLES W. LISTER
2450 N. W. 63rd Street
Ocala, Florida 34475-3020**

ARTICLE VIII - INCORPORATOR

CHARLES W. LISTER is the person signing these Articles of Incorporation. **The address of the incorporator is 2450 N.W. 63rd Street, Ocala, FL, 34475-3020.**

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction

or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest for the Corporation. The foregoing right of indemnification shall be in addition to and non-exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XII - AMENDMENT

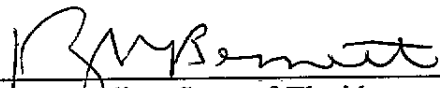
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


CHARLES W. LISTER

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **CHARLES W. LISTER**, (☒) who is personally known to me or (☐) who has produced _____ as identification, known to me to be the incorporator of **TEOPLES, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 2nd day of November, 2000.



Notary Public - State of Florida
My Commission Expires:
My Commission No.



Barry W. Bennett
MY COMMISSION # CCB45350 EXPIRES
August 26, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
00 NOV -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **TEOPLES, INC.**, desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT** of 60 Second Street S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


BARRY W. BENNETT
Registered Agent