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05 JUL 19 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: UNITED STATES GOLF EXCHANGE, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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

FROM: LINWOOD C. MEEHAN III
Name (Printed or typed)

2716 REW CIRCLE, SUITE 101
Address

OCFEE, FL 34761
City, State & Zip

407-656-9600
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
UNITED STATES GOLF EXCHANGE, INC.**

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05 JUL 18 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, having associated ourselves together for the purpose of forming a corporation for the transaction of business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions of and subject to the requirements of the laws of the State of Florida, do make, record and file these Articles of Incorporation, in writing, and we do hereby certify:

ARTICLE I

NAME

The name of this Corporation shall be:

UNITED STATES GOLF EXCHANGE, INC.

ARTICLE II

OFFICE

This Corporation may maintain an office, or offices, in such place within or without the State of Florida as may be from time to time designated by the By-Laws of said Corporation, and that this Corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Florida as well as within the State of Florida.

The principal place of business is located at 2716 Rew Circle, Suite 101, Ocoee, Florida 34761.

and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to dissolve itself.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same. The use of a seal or stamp by the Corporation on any corporate document is not necessary. The Corporation may use a seal or stamp if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of it's business, or for the exercise of it's corporate rights, privileges or franchises, or for any other lawful purpose of it's incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, payable at a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, or for money borrowed, or in payment for property purchased or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence of the indebtedness created by, any other corporation or corporations of the State of Florida, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges or ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of it's own capital stock and use therefore it's capital, capital surplus, surplus, or other property or fund.

Capital Stock may be increased or decreased from time to time in accordance with the provisions of the laws of the State of Florida.

ARTICLE V

GOVERNING BOARD

The members of the Governing Board of the Corporation shall be known as Directors. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, providing that the number of directors shall not be reduced to fewer than one (1). The current board of directors consists of TWO members. The names and address of the Board of Directors are as follows:

FIRST BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Linwood C. Meehan III	2716 Rew Circle, Suite 101 Ocoee, FL 34761
David H. Calvert	2716 Rew Circle, Suite 101 Ocoee, FL 34761

ARTICLE VI

RESIDENT AGENT

The name and address of the Resident Agent for this corporation is as follows:

<u>Name</u>	<u>Address</u>
Linwood C. Meehan III	2716 Rew Circle, Suite 101 Ocoee, Florida 34761

ARTICLE IX

EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE X

BOARD OF DIRECTORS AUTHORITY

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized:

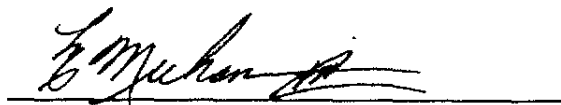
Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one (1) or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee or committees shall have such name, or names as may be stated in the By-Laws of the Corporation, or may be determined from time to time by resolution adopted by the Board of Directors.

control by any person or any transaction with an interested stockholder occurring prior to such amendment or repeal.

I, THE UNDERSIGNED, being the Incorporator herein before named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto subscribed my name this 12th day of July, 2005.

A handwritten signature in cursive script, appearing to read "Linwood C. Meehan III", is written over a horizontal line.

Linwood C. Meehan III
Incorporator

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.