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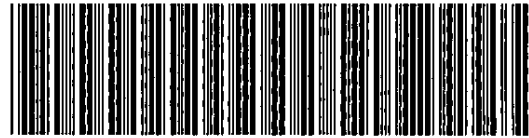
(Business Entity Name)

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DIVISION OF CORPORATIONS
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11/6/13



KEASLER HUEBER LAW GROUP
INTEGRAL COUNSEL

October 31, 2013

Department of State
Division of Corporations
Recording and Filing Department
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Sole Golf Properties II, Inc.

Dear Madam/Sir:

Please find enclosed the Articles of Incorporation for filing in regards to the above-referenced corporation. Also enclosed is our firm's check #1491 in the amount of \$70.00 for such filing.

Should you have any questions with regard to the above request, please feel free to contact me.

Sincerely,

Deborah Brown
Legal Assistant

Enclosures: Articles of Incorporation for Sole Golf Properties II, Inc.
Check # 1344

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EFFECTIVE DATE 10/31/13

ARTICLES OF INCORPORATION
OF
SOLE GOLF PROPERTIES II, INC.

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ARTICLE I

Name and Duration

The name of the Corporation is Sole Golf Properties II, Inc. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of October 31, 2013.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation is 2525 Country Club Blvd, Orange Park, FL 32073.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 4215 Southpoint Blvd., Suite 140, Jacksonville Florida, 32216. The name of the registered agent at such address is Keasler Hueber Law Group, LLC.

ARTICLE IV

Corporate Purposes, Powers and Right

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise operate directly or in association with third parties, golf course and club properties and facilities and to trade and deal in all kinds of real estate and any interests therein;

Section 2. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise, and including in all ways, to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefore to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;



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Section 3. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 4. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefore in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 5. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 6. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 7. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 8. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the management of an golf course or club owned by the Corporation, and the sharing of profits thereof, union of interests therein, or other joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or



foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 9. To maintain one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the Florida Business Corporation Act and the general laws of the State of Florida, it being provided expressly the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects as and to those afforded by law.

ARTICLE V
Capital Stock

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock having no par value per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock having no par value per share. All stock issued shall be paid fully and non-assessable.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Charles R. Raulerson, Jr.	1350 Oaklanding Lane, Fleming Island, FL 32003

ARTICLE VII
Company Management

Pursuant to §§607.0732(1)(a) and (2)(a)1, Florida Statutes, this Corporation shall not be controlled by a Board of Directors, but rather shall be controlled and directed by the majority vote of the shareholders and managed by the officers appointed thereby.



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ARTICLE VIII

Amendment

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

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, shareholder or officer, or any former incorporator, shareholder or officer to the fullest extent permitted by law.

The undersigned for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true and has accordingly executed these Articles of Incorporation.

ARTICLE X

Effective Date

Pursuant to §§607.0123(4) and 607.0203(1), Florida Statutes, the effective date of the commencement of the existence of the Corporation shall be October 31, 2013.

Dated the 31st day of October, 2013 in Jacksonville, Florida.

INCORPORATOR



Charles R. Raulerson, Jr.

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

Sole Golf Properties II, Inc., desiring to organize under the laws of the State of Florida, with its registered Agent, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, names **Keasler Hueber Law Group, LLC**, located at 4215 Southpoint Boulevard, Ste. 140, Jacksonville, Florida 32216, as its registered agent to accept service of process and perform such other duties as are required by statute.

DATED this 31st day of October, 2013.

REGISTERED AGENT ACKNOWLEDGEMENT AND EXECUTION FOLLOW



KEASLER HUEBER LAW GROUP
INTEGRAL COUNSEL

ACKNOWLEDGEMENT

Being named to accept service of process for the above named Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

DATED this 31st day of October, 2013.



Keasler Hueber Law Group, LLC

Registered Agent

By: Frank R. Keasler, Jr., Esq.

Its: Manger



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