

# Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Coates Golf Holdings, Inc.

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**ARTICLES OF INCORPORATION  
OF  
COATES GOLF HOLDINGS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is Coates Golf Holdings, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office is located at:

3230 NE 55<sup>th</sup> Avenue  
Silver Springs, Florida 34488

The Corporation's mailing address is:

Post Office Box 2500  
Silver Springs, Florida 34489

**ARTICLE III  
PURPOSE**

The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful acts or activities for which a corporation may be organized under the Act.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Forty Million (49,000,000) shares, consisting of (i) Forty Million (40,000,000) shares of common stock, \$0.001 par value per share (the "Common Stock"), and (ii) Nine Million (9,000,000) shares of preferred stock, \$0.001 par value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special

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rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

**1. Common Stock.**

- a. Voting. Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by such holder of record.
- b. Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have all other rights of shareholders including, but not by way of limitation, the right to receive dividends, when and as declared by the Board of Directors of the Corporation (the "Board of Directors").

2. **Blank Check Preferred.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series of Preferred Stock. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:

- a. the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;
- b. whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- c. the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;
- d. whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

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- c. the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- f. whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
- g. whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;
- h. the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;
- i. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;
- j. the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and
- k. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles, to the full extent permitted in accordance with the laws of the State of Florida.

#### **ARTICLE V** **AFFILIATED TRANSACTIONS**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

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**ARTICLE VI**  
**CONTROL SHARE ACQUISITIONS**

Pursuant to the provisions of 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**ARTICLE VII**  
**BYLAWS**

The power to adopt, alter, amend or repeal the bylaws will be vested in the Corporation's Board of Directors.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify and advance expenses to any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Act.

**ARTICLE IX**  
**AMENDMENT**

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

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**ARTICLE X**  
**INITIAL DIRECTORS**

The initial Board of Directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws but shall never be less than one. The names and address of the persons who will serve on the initial Board of Directors are:


<u>Name</u>	<u>Address</u>
Randall K. Coates	3230 NE 55th Avenue, Silver Springs, Florida 34488
Mollie R. Jackson-Coates	3230 NE 55th Avenue, Silver Springs, Florida 34488

**ARTICLE XI**  
**REGISTERED AGENT**

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Edward J. Richardson, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on March 27, 2014.

  
\_\_\_\_\_  
Edward J. Richardson, Esquire  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is COATES GOLF HOLDINGS, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

Edward J. Richardson, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

  
\_\_\_\_\_  
Edward J. Richardson, Esquire

Dated: March 27, 2014

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Edward J. Richardson, Esquire  
Registered Agent

Dated: March 27, 2014