

# PI9000058884

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(Requestor's Name)

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(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

\_\_\_\_\_  
(Business Entity Name)

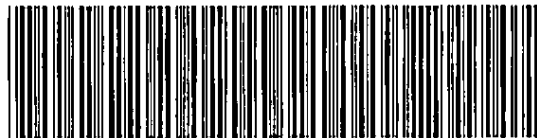
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Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 866365 4305966  
AUTHORIZATION :   
COST LIMIT : \$ 128.75

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ORDER DATE : July 31, 2019  
ORDER TIME : 10:48 AM  
ORDER NO. : 866365-005  
CUSTOMER NO: 4305966  
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DOMESTIC FILING

NAME: GOLF & TENNIS PRO SHOP, INC.

EFFECTIVE DATE:

  XXX   CERTIFICATE OF DOMESTICATION AND ARTICLES OF INCORPORATION  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

  XX   CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

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

**SUBJECT:** Golf & Tennis Pro Shop, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEEES:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	<u>\$ 78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status § 8.75

**Jan R. Ezell, Corporate Paralegal**

Name (printed or typed)

**Alston & Bird LLP, 1201 West Peachtree Street**

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**Address**

Atlanta, GA 30309-3424

City, State &amp; Zip

404-881-7442

Daytime Telephone Number

Asmith@pgatss.com

E-mail address: (to be used for future annual report notification)

## CERTIFICATE OF DOMESTICATION

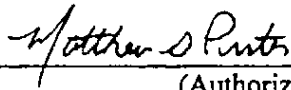
The undersigned, Matthew G. Prater, Chief Financial Officer,  
(Name) (Title)

of Golf & Tennis Pro Shop, Inc. a foreign corporation,  
(Corporation Name)  
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was November 17, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Golf & Tennis Pro Shop, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Golf & Tennis Pro Shop, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Georgia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Chief Financial Officer, of Golf & Tennis Pro Shop, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 25<sup>TH</sup> day of July, 2019.



(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION  
OF  
GOLF & TENNIS PRO SHOP, INC.**

**ARTICLE 1  
NAME**

The name of the corporation is Golf & Tennis Pro Shop, Inc. (the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 1801 Old Alabama Road, Suite 150, Roswell, Georgia 30076.

**ARTICLE 3  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation has the authority to issue is one billion six hundred forty million (1,640,000,000), of which one billion five hundred million (1,500,000,000) shares, no par value, shall be a separate class designated as voting common stock (referred to in these Articles of Incorporation as "Voting Common Stock"), and one hundred forty million (140,000,000) shares, no par value, shall be a separate class designated as nonvoting common stock ("Nonvoting Common Stock").

**ARTICLE 4  
COMMON STOCK**

A. Voting. Except as may be provided in these Articles of Incorporation or required by law, the Voting Common Stock shall have voting rights in the election of directors and on all other matters presented to shareholders, with each holder of Voting Common Stock being entitled to one vote for each share of Voting Common Stock held of record by such holder on such matters.

B. Dividends. Subject to the provisions of applicable law and these Articles of Incorporation, the holders of the Voting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Voting Common Stock are entitled, as, if and when declared by the Corporation's Board of Directors (the "Board") out of the Corporation's assets legally available therefor, dividends or other distributions, whether payable in cash, property or securities of the Corporation ("Dividends").

C. Liquidation Rights. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation (each,

a "Liquidation Event"), after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Voting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Voting Common Stock are entitled, a distribution out of any remaining assets of the Corporation, whether such assets are capital, surplus or earnings, which may be legally distributed to shareholders (each, a "Liquidating Distribution").

D. Certain Definitions. For purposes of this Article 4 and Article 5:

1. "Deemed Liquidation" means the consummation of any of the following events:
  - (a) a merger or consolidation in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least fifty percent (50%), by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or
  - (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

## ARTICLE 5 NONVOTING COMMON STOCK

The Nonvoting Common Stock may be issued from time to time by the Board of Directors as shares of one or more series. Seven series of Nonvoting Common Stock have been designated with thirty four million five hundred thousand (34,500,000) shares designated as "Series 1 Nonvoting Common Stock," five million (5,000,000) shares designated as "Series A Nonvoting Common Stock," thirty one million five hundred thousand (31,500,000) shares designated as "Series B Nonvoting Common Stock," forty three million (43,000,000) shares designated as "Series C Nonvoting Common Stock," twelve million five hundred thousand (12,500,000) shares designated as "Series D Nonvoting Common Stock," zero (0) shares designated as "Series D-1 Nonvoting Common Stock" (collectively, with the Series B Nonvoting Common Stock, the Series C Nonvoting Common Stock and Series D Nonvoting Common Stock, the "Mid-Senior Nonvoting Common Stock") and ten million five hundred thousand (10,500,000) shares designated as "Series E Nonvoting Common Stock." The Series A Nonvoting Common Stock, Mid-Senior Nonvoting Common Stock and Series E Nonvoting Common Stock shall have the preferences, limitations and relative rights set forth in this Article 5.

A. Voting Rights. The Nonvoting Common Stock shall have no voting rights other than such rights as may be required by the Florida Business Corporation Act.

B. Dividend Rights. The holders of the Nonvoting Common Stock shall be entitled to participate, ratably in proportion to and on a *pari passu* basis with, any Dividends distributed to the Voting Common Stock as, if and when declared by the Board. Any Dividends distributed to the Nonvoting Common Stock shall be allocated pursuant to the following preferences:

1. Series E Nonvoting Common Stock: The holders of the Series E Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Series E Nonvoting Common Stock are entitled, a preference in respect of any Dividends to be distributed to the Nonvoting Common Stock in an amount equal to the Series E Liquidation Value (defined below) before any dividend shall be distributed to the holders of the Mid-Senior Nonvoting Common Stock, Series A Nonvoting Common Stock, or Series 1 Nonvoting Common Stock;
2. Mid-Senior Nonvoting Common Stock: Subject to the rights of holders of the Series E Nonvoting Common Stock, holders of the Mid-Senior Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Mid-Senior Nonvoting Common Stock are entitled, a preference in respect of any Dividends to be distributed to the Nonvoting Common Stock in an amount equal to the Mid-Senior Liquidation Value (defined below) before any dividend shall be distributed to

the holders of the Series A Nonvoting Common Stock or Series 1 Nonvoting Common Stock;

3. Series A Nonvoting Common Stock: Subject to the rights of holders of the Series E Nonvoting Common Stock and the Mid-Senior Nonvoting Common Stock, holders of the Series A Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Series A Nonvoting Common Stock are entitled, a preference in respect of any Dividends to be distributed to the Nonvoting Common Stock in an amount equal to the Series A Liquidation Value (defined below) before any dividend shall be distributed to holders of the Series 1 Nonvoting Common Stock; and

The holders of the Series E Nonvoting Common Stock, Mid-Senior Nonvoting Common Stock, Series A Nonvoting Common Stock and Series 1 Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Nonvoting Common Stock are entitled, any and all remaining Dividends to be distributed from and after such time as each of the Series E Liquidation Value, Mid-Senior Liquidation Value and Series A Liquidation Value shall be paid and satisfied in full.

C. Liquidation Rights. The holders of the Nonvoting Common Stock shall be entitled to participate ratably in proportion to and on a *pari passu* basis in any Liquidating Distributions made to the Voting Common Stock. Any Liquidating Distributions distributed to the Nonvoting Common Stock to be allocated in pursuant to the following preferences:

1. Series E Nonvoting Common Stock: The holders of the Series E Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Series E Nonvoting Common Stock are entitled, a preference in respect of any Liquidating Distributions to be made to the Nonvoting Common Stock in an amount equal to the Series E Liquidation Value before any Liquidating Distributions shall be made to the holders of the Mid-Senior Nonvoting Common Stock, Series A Nonvoting Common Stock or Series 1 Nonvoting Common Stock;
2. Mid-Senior Nonvoting Common Stock: Subject to the rights of holders of the Series E Nonvoting Common Stock, holders of the Mid-Senior Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Mid-Senior Nonvoting Common Stock are entitled, a preference in respect of any Liquidating Distributions to be made to the Nonvoting Common Stock in an amount equal to the Mid-Senior Liquidation Value before any Liquidating Distributions shall be



made to the holders of the Series A Nonvoting Common Stock or Series 1 Nonvoting Common Stock;

3. Series A Nonvoting Common Stock: Subject the rights of holders of the Series E Nonvoting Common Stock and Mid-Senior Nonvoting Common Stock, holders of the Series A Nonvoting Common Stock shall be entitled to receive, ratably in proportion to the full amounts to which the holders of the Series A Nonvoting Common Stock are entitled, a preference in respect of any Liquidating Distributions to be made to the Nonvoting Common Stock in an amount equal to the Series A Liquidation Value before any Liquidating Distributions shall be made to holders of the Series 1 Nonvoting Common Stock; and

The holders of the Series E Nonvoting Common Stock, Mid-Senior Nonvoting Common Stock, Series A Nonvoting Common Stock and Series 1 Nonvoting Common Stock shall be entitled to receive on a *pari passu* basis, ratably in proportion to the full amounts to which the holders of the Nonvoting Common Stock are entitled, any and all remaining Liquidating Distributions to be made from and after such time as each of the Series E Liquidation Value, Mid-Senior Liquidation Value and Series A Liquidation Value shall be paid and satisfied in full.

D. Certain Definitions. For purposes of this Article 5, the following terms shall have the following meanings:

1. "Nonvoting Common Stock Equivalent" means, with respect to any share of Nonvoting Common Stock, any option, warrant, security, instrument, contract or other right that was or is convertible, exercisable or exchangeable for such share of Nonvoting Common Stock.
2. "Series E Liquidation Value" means an amount, in aggregate, equal to (i) \$0.71 per share of Series E Nonvoting Common Stock, less (ii) the aggregate amount of any Dividends distributed on such share of Series E Nonvoting Common Stock (or any Nonvoting Common Stock Equivalent) from and after February 10, 2010, less the aggregate amount of any Liquidating Distributions made on such share of Series E Nonvoting Common Stock (or any Nonvoting Common Stock Equivalent) from and after February 10, 2010;
3. "Mid-Senior Liquidation Value" means an amount, in aggregate, equal to (i) \$0.50 per share of Series D-1 Nonvoting Common Stock, \$0.85 per share of Series D Nonvoting Common Stock, \$1.06 per share of Series C Nonvoting Common Stock and \$0.85 per share of Series B Nonvoting Common Stock, in each case, less

(ii) the aggregate amount of any Dividends distributed on such share of Mid-Senior Nonvoting Common Stock (or any Nonvoting Common Stock Equivalent) from and after February 10, 2010, less the aggregate amount of any Liquidating Distributions made on such share of Mid-Senior Nonvoting Common Stock (or any Nonvoting Common Stock Equivalent) from and after February 10, 2010; and

4. "Series A Liquidation Value" means an amount, in aggregate, equal to (i) \$1.57 per share of Series A Nonvoting Common Stock, less (ii) the aggregate amount of any Dividends distributed on such share of Series A Nonvoting Common Stock (or any Nonvoting Common Stock Equivalent) from and after February 10, 2010, less the aggregate amount of any Liquidating Distributions made on such share of Series A Nonvoting Common Stock (or any Nonvoting Common Stock Equivalent) from and after February 10, 2010.

E. Non-Cash Consideration. If any assets of the Corporation distributed to shareholders in connection with any Dividend or Liquidation Event are in a form other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board, except that any securities to be distributed to shareholders in a Dividend or Liquidation Event shall be valued as follows:

1. The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:
  - i. if the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30-day period ending two days prior to the distribution;
  - ii. if the securities are then actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid prices over the 30-day period ending two days prior to the distribution; and
  - iii. if there is no active public market for the securities, then the value shall be the fair market value thereof, as determined in good faith by the Board.
2. The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an

appropriate discount from the market value determined as above in subparagraphs (1)(i), (ii) or (iii) of this subsection to reflect the approximate fair market value thereof, as determined in good faith by the Board.

#### **ARTICLE 6 REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at the registered office is Corporation Service Company.

#### **ARTICLE 7 INCORPORATOR**

The name and address of the incorporator is:

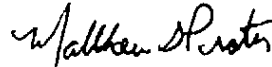
Matthew G. Prater  
1801 Old Alabama Road, Suite 150  
Roswell, Georgia 30076

#### **ARTICLE 8 LIMITATION OF DIRECTOR LIABILITY**

The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

*[Signature on following page]*

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 25<sup>th</sup> day of July, 2019.

A handwritten signature in black ink, appearing to read "Matthew G. Prater", is written over a horizontal line.


Matthew G. Prater  
Incorporator

## ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as the initial registered agent to accept service of process for Golf & Tennis Pro Shop, Inc. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATION SERVICE COMPANY

Date: 7/31/2019

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Lydia Cohen  
Asst. Vice President

FILED  
19 JUL 31 AM 10:57  
CLERK OF SUPERIOR COURT  
JUL 31 2019