

P95000021273

TRANSMITTAL LETTER

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

EFFECTIVE DATE

4-1-95

20000014301812  
-03/15/95--01075--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: IRBY & ASSOCIATES, INC.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE: 4-1-95

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

☒ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

WAYNE L IRBY

Name (printed or typed)

2459 COPPERHILL LOOP

Address

OCOE, FL. 34761

City, State & Zip

407-654-2504

Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 15 AM 10:14

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

KAN 3-16

## ARTICLES OF INCORPORATION

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:*

### ARTICLE I - NAME

The name of the corporation shall be: Irby & Associates, Inc.

### ARTICLE II - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

2459 Copperhill Loop  
Ocoee, Florida 34761

**EFFECTIVE DATE**

4-1-95

### ARTICLE III - STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares. This stock shall be common stock. This stock shall be no par value stock.

### ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Wayne Irby  
2459 Copperhill Loop  
Ocoee, Florida 34761

### ARTICLE V - DURATION

The period of existence of this corporation shall be perpetual.

FILED - STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 MAR 15 AM 10:14

#### ARTICLE VI - PURPOSE

To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

#### ARTICLE VII - PREEMPTIVE RIGHTS

Additional shares of stock beyond the initial startup one hundred shares cannot be created without an amendment to the corporation's articles. This amendment will require the approval of two-thirds of the corporation's shareholders.

No sale of existing stock can be made without first offering such stock to the existing shareholders.

#### ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be:

Gary Irby  
236 Wescliff Dr.  
Ocoee, Florida 34761

Wayne Irby  
2459 Copperhill Loop  
Ocoee, Florida 34761

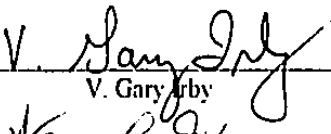
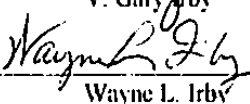
#### ARTICLE IX - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Gary Irby  
236 Wescliff Dr.  
Ocoee, Florida 34761

Wayne Irby  
2459 Copperhill Loop  
Ocoee, Florida 34761

The undersigned incorporators have executed these Articles of Incorporation this 8th day March, 1995.

  
\_\_\_\_\_  
V. Gary Irby  
  
\_\_\_\_\_  
Wayne L. Irby

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0601 or 617.0601, 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: IRBY & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

WAYNE L. IRBY

(Name)

2459 COPPERHILL LOOP

(P.O. Box ~~not~~ acceptable)

OCDEE, FL. 34761

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated 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 obligations of my position as registered agent.*

Wayne L. Irby  
(Signature)

3-9-95

(Date)

EFFECTIVE DATE: 4-1-95

# P95000021273



Academy \* Instruction  
Clubs \* Club Fitting  
6351 International Golf Club Road  
Orlando, Florida 32821

200001839382  
-05/24/96--01115--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

MBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Service

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 MAY 24 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Volun.*  
*Dissolved*  
*6-3-96*  
*DC*

SEND  
\$35.00

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: IRBY & ASSOCIATES, INC.

SECOND: The date dissolution was authorized: APRIL 1, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_

Signature

V. Gary Irby  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

V. GARY IRBY  
(Typed or printed name)

PRESIDENT  
(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 24 PM 3:27

FILED