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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Million Dollar Mulligan, Inc  
(Corporation Name) (Document #) 200001468432  
-04/28/95-011054-009  
\*\*\*122.50 \*\*\*122.50
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



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Will wait



Photocopy



Certificate of Status



CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" 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



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

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

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 28, 1995

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: MILLION DOLLAR MULLIGAN, INC.  
Ref. Number: W95000009108

We have received your document for MILLION DOLLAR MULLIGAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims  
Corporate Specialist

Letter Number: 095A00020417

ARTICLES OF INCORPORATION  
OF  
MILLION DOLLAR MULLIGAN, INC.

ARTICLE I - NAME

The name of this Corporation is MILLION DOLLAR MULLIGAN,  
INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized to engage in the general business of owning and operating a golf facility and entertainment facility and all related business activities, and to transact such other related services as are lawful in the State of Florida and the State of South Carolina, and for the purpose of transacting any and all lawful business permitted under the laws of the United States, the State of Florida, and the laws of South Carolina.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is: 601 Teresa Court, Maitland, Fl. 32751. The name of the initial registered agent of this corporation at that address

55 MAR - 1 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

is W. STEWART GILMAN.

ARTICLE VI - INITIAL BOARD OF DIRECTOR

The corporation shall have not less than one (1), nor more than five (5) Directors. The name and address of the initial Director of this Corporation is:

W. STEWART GILMAN

940 HIGHLAND AVE.  
ORLANDO, FLORIDA 32803

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

W. STEWART GILMAN

940 HIGHLAND AVE  
ORLANDO, FLORIDA 32803

ARTICLE VIII - BY-LAWS

The power to adopt, alter or amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto.

EXECUTED this the 21<sup>st</sup> day of April, 1995

W. Stewart Gilman  
W. STEWART GILMAN

STATE OF FLORIDA  
COUNTY OF ORANGE

I hereby certify that on this day, before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared W. STEWART GILMAN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

I relied upon the following form of Identification:

Personally known to me

WITNESS my hand and official Seal in the aforesaid County and State this the 27<sup>th</sup> Day of April 1995.

Elisa Vientos Valentin  
NOTARY PUBLIC  
State of Florida at Large



ELISA VIENTOS VALENTIN  
MY COMMISSION # CC430840 EXPIRES  
December 29, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAME OF PERSON UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said act:

FIRST --- That MILLION DOLLAR MULLIGAN, INC. desiring to  
organize under the laws of the State of Florida, with it's  
principal office as indicated in the articles of incorporation at  
the City of Maitland, County of Orange, State of Florida, has named  
W. STEWART GILMAN located at 601 Teresa Court, Maitland, Fl. 32751,  
as it's agent to accept service of process within this state.

Having been named to accept service of process for the  
above stated corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and agree to  
comply with said act relative to keeping said office open.

DATE 4/27/95

BY: [Signature]

RESIDENT AGENT

P95000033808

W. STEWART GILMAN, P. A.  
A PROFESSIONAL ASSOCIATION  
940 HIGHLAND AVENUE  
ORLANDO, FLORIDA 32803

W. STEWART GILMAN  
ATTORNEY AT LAW

TELEPHONE (407) 841-7772  
FACSIMILE (407) 841-7774

September 27, 1995

Office of the Secretary of State  
State of Florida  
409 East Gaines Street  
Tallahassee, Fl. 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 29 PM 3:02

GENTLEMEN:

Please find enclosed the following:

1. Executed Restatement MILLION DOLLAR MULLIGAN, INC..
2. Resident agent form duly executed- this changes the registered agent. You may treat this letter as resignation of the undersigned W. STEWART GILMAN as registered agent.
3. Check in the sum of \$35.00 as follows:  
Filing Fee \$35.00

Very truly yours,  
W. STEWART GILMAN, P.A.

By:

  
W. Stewart Gilman

400001598754  
-10/02/95--01030--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


Restat  
FILL OCT 3 - 1995

**CERTIFICATE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 29 PM 3:02

THE UNDERSIGNED, the Incorporator and Initial Sole Director of Million Dollar Mulligan, Inc., a Florida corporation, does hereby certify to the Florida Department of State as follows:

1. The Restated Articles of Incorporation to which this Certificate is attached contains no amendment to the Articles requiring shareholder approval and that the initial Board of Directors, consisting of the undersigned, has adopted the Restated Articles of Incorporation.

  
W. STEWART GILMAN  
Incorporator and Initial Sole  
Director

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of September, 1995, by W. STEWART GILMAN, as Incorporator and Initial Sole Director of for MILLION DOLLAR MULLIGAN, INC. He is (a) ☒ personally known to me or (b) ☐ has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Signature: Elisa Vientos Valentin  
Print Name: ELISA VIENTOS VALENTIN  
State of Florida at Large  
MY COMMISSION EXPIRES:



ELISA VIENTOS VALENTIN  
MY COMMISSION # CC430840 EXPIRES  
December 29, 1998  
BONDED THRU TROY FARM INSURANCE, INC.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 29 PM 3:02

**RESTATED ARTICLES OF INCORPORATION  
OF  
MILLION DOLLAR MULLIGAN, INC.**

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KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator and initial sole Director of Million Dollar Mulligan, Inc., a Florida corporation (the "Corporation") does hereby certify: that no shares of capital stock of the Corporation have issued, that the Restated Articles of Incorporation hereafter set forth contains no amendment which requires shareholder approval, and that the previously filed Articles of Incorporation of the Corporation are restated as follows:

**ARTICLE I**

The name of the Corporation shall be: MILLION DOLLAR MULLIGAN, INC.

**ARTICLE II**

This Corporation is organized for the purpose of engaging in and transacting any lawful business permitted under the laws of the United States of America, the State of Florida and the State of South Carolina, and more particularly to construct, own and operate golf facilities and entertainment facilities, together with all business activities related thereto.

**ARTICLE III**

The maximum number of shares of stock which may be issued by this Corporation is 10,000 shares of Class A common stock, par value \$1.00 per share, and 10,000 shares of Class B common stock, par value \$1.00 per share. Class A common stock shall have the right of five votes for every whole share entitled to vote.

Class B common stock shall have the right of one vote for every whole share entitled to vote.

#### ARTICLE IV

Each shareholder of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares, provided, however, that the preemptive rights herein granted shall extend to and be applicable only to the class or classes of stock owned by each shareholder. The preemptive rights herein granted shall be further subject to the terms, provisions and conditions of that certain Shareholders Agreement entered into between the shareholders and as may be further described in the By-laws of this Corporation.

#### ARTICLE V

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE VI

The street address of the principal office of this Corporation shall be:

601 Teresa Court  
Maitland, Florida 32751.

#### ARTICLE VII

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than four (4) members and not more than five (5) members, as fixed from time to time by the resolution of the shareholders of the

Corporation. The Corporation shall have four (4) Directors initially. There shall be no cumulative voting permitted for the election of Directors.

#### ARTICLE VIII

The name and street address of the first Board of Directors of this Corporation who shall hold office until their successors are elected and qualified shall be:

##### NAME

##### ADDRESS

David J. Larkin

7500 Hyde Park Drive  
Edina, MN 55439

James T. Larkin

5 Hillside Drive (Rock Ridge)  
Greenwich, CT 06831

John P. Larkin

601 Teresa Court  
Maitland, FL 32751

John Bailey

20 Waterbury Island Drive  
Isle of Pines, SC, \_\_\_\_\_

#### ARTICLE IX

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at the organizational meeting and at every annual meeting thereafter. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

#### ARTICLE X

The amount of the capital with which this Corporation shall begin business is a minimum of Twenty Thousand and no/100 Dollars (\$20,000.00).

#### ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of

Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.

3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled as provided for in the By-laws and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer to be a stockholder of the Corporation.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.

7. 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 on stockholders herein are granted subject to this reservation provided, however, no amendment, alternation, change or repeal of the Articles of Incorporation shall be effective without the written consent

of or affirmative vote of Sixty-Five Percent (65%) of the total votes represented by the issued and outstanding shares of capital stock of the Corporation entitled to vote, whether or not present and voting at a meeting.

8. In addition to the ability of the Corporation to sell, lease, exchange, broker, mortgage, pledge, create a security interest in, or otherwise dispose of assets of the Corporation, in the interim that any such action described in this paragraph would affect all or substantially all of the assets of the Corporation or in the case of a merger or share exchange, with any other Corporation, whether interest is foreign, the written consent of or affirmative vote of Sixty-Five Percent (65%) of the votes represented by the issued and outstanding shares of the capital stock of the Corporation entitled to vote, whether or not present and voting at a meeting.

#### ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

#### ARTICLE XIII

No contract or other transaction between the Corporation and any other firm or Corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or

officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV  
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be JOHN P. LARKIN and the registered office address the above named registered agent shall occupy is located at 601 Teresa Court, Maitland, Florida 32751.

ARTICLE XV

The name and street address of the incorporator of these Restated Articles of Incorporation is W. STEWART GILMAN, 940 Highland Avenue, Orlando, Florida 32803.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restated Articles of Incorporation under the laws of the State of Florida, this \_\_\_\_ day of \_\_\_\_\_, 1995.

\_\_\_\_\_  
W. STEWART GILMAN, Incorporator and  
Initial Sole Director

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this \_\_\_\_ day  
of \_\_\_\_\_, 1995, by W. STEWART GILMAN, as Incorporator  
and Initial Sole Director of the above Restated Articles of Incorporation for MILLION  
DOLLAR MULLIGAN, INC. He is (a)\_\_\_\_ personally known to me or (b)\_\_\_\_ has  
produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

State of Florida at Large

MY COMMISSION EXPIRES:

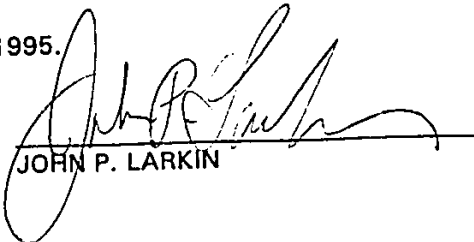
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapters 48.091 and 607.0501(3), Florida Statutes, the following is submitted, in compliance with said acts:

FIRST, that MILLION DOLLAR MULLIGAN, INC., desiring to organize under Chapter 607, Florida Statutes, with its principal office, as indicated in the Restated Articles of Incorporation, at 601 Teresa Court, Maitland, Florida 32751, has designated JOHN P. LARKIN, located at 601 Teresa Court, City of Maitland, County of Orange, State of Florida as its registered agent and to accept service of process within this state.

Having been designated registered agent for the above-stated Corporation at the place named in this Certificate, I hereby accept the appointment as registered agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with Section 607.0501(3), and I hereby agree to keep open the above named office as prescribed by Section 48.091.

DATED: 9/25, 1995.

  
JOHN P. LARKIN