

**P95000036445**

**JAMES A. HARTMAN, P.A.**  
ATTORNEYS AT LAW  
A PROFESSIONAL ASSOCIATION

May 3, 1995

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

Re: Greencastle Partners, Inc.  
Specialty Golf Equipment Leasing Corp.

Dear Sir or Madam:

Enclosed please find two (2) duplicate originals of the Articles of Incorporation for the above-referenced corporations, together with a check in the amount of \$245.00, as payment for the filing fee, certified copy charge and registered agent designation fee. Please return each of the certified copies of the Articles to the undersigned in the enclosed pre-addressed stamped envelope.

If you have any questions, do not hesitate to contact our office.

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-05/04/95--01093--007  
\*\*\*245.00 \*\*\*122.50

Very truly yours,

*Kim Johnson*  
Kim Johnson  
Legal Secretary

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MAY -4 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/kmj

MAY 8 1995 BSB

Enclosures

ARTICLES OF INCORPORATION  
OF  
Greencastle Partners, Inc.

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95 MAY -6 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation shall be Greencastle Partners, Inc. and its physical and mailing address shall be 400 E. South Street, Suite 200, Orlando, Florida 32801.

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**Purposes and General Powers**

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

**ARTICLE IV**

**Capital Stock**

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

#### **ARTICLE V**

##### **Initial Registered Office and Agent**

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be James A. Hartman, 400 E. South Street, Suite 200, Orlando, Florida 32801.

#### **ARTICLE VI**

##### **Initial Board of Directors**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The name and street address of the initial director of this Corporation is:

James A. Hartman  
President/Secretary

400 E. South Street  
Suite 200  
Orlando, Florida 32801

Directors may be removed with or without cause.

## **ARTICLE VII**

### **Incorporator**

The name and street address of the person signing these Articles as Incorporator is: James A. Hartman, 400 E. South Street, Suite 200, Orlando, Florida 32801

## **ARTICLE VIII**

### **Bylaws**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

## **ARTICLE IX**

### **Indemnification**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## **ARTICLE X**

### **Conflicts of Interest**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XI**

**Limited Liability of Shareholders**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XII**

**Amendment**

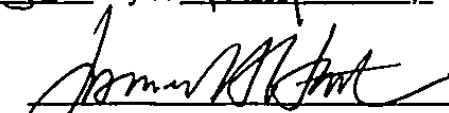
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII**

**Headings and Captions**

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

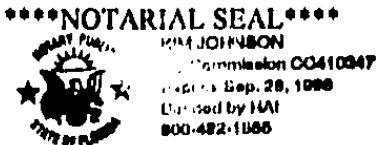
IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 3<sup>rd</sup> day of May, 1995.

  
James A. Hartman

STATE OF Florida  
COUNTY OF Orange

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared James A. Hartman to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein set forth.

WITNESSETH, my hand and official seal in the state and county last aforesaid, this 3<sup>rd</sup> day of May, 1995.



Kim Johnson  
Print Name: Kim Johnson  
Notary Public, State of Florida  
My commission expires: 9/28/98  
My commission number: 00410347

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**Greencastle Partners, Inc.**

desiring to organize as a corporation under the laws of the State of Florida with its registered office  
at

400 E. South Street, Suite 200, Orlando, Florida 32801

has named and designated

**James A. Hartman**

as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 31<sup>st</sup> day of May, 1995.

  
James A. Hartman  
Registered Agent

FILED  
05 MAY -11 PM 1:28  
SECRETARY OF STATE  
-CLERKS-  
TREASURER