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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Central Florida Golf Course Superintendents Association
Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above Florida Nonprofit Corporation and an original and one (1) copy of the Certificate of Designation of Registered Agent/Registered Office and two checks for:

- \$35.00 (filing fee for nonprofit corporation)
- \$35.00 (filing fee for designation of registered agent)

FROM:

J. Kevin Rotti

Name (Printed or typed)

1242 Woodridge Ct.

Address

Altamonte Spgs, Fla. 32714

City, State & Zip

407-292-5537

Daytime Telephone number

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11-21-96

ARTICLES OF INCORPORATION
for
CENTRAL FLORIDA GOLF COURSE
SUPERINTENDENTS ASSOCIATION INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is the Central Florida Golf Course Superintendents Association Inc. and shall hereafter be referred to as the Corporation for the purpose of these Articles of Incorporation.

ARTICLE II

The Corporation's initial principal office is to be located at 2885 Naples Drive, Winter Park, Florida 32789 and is a Florida Corporation. The initial resident agent in the State of Florida in charge thereof is Marie Roberts, 1760 N.W. Pine Lake Dr., Stuart, Florida 34994.

ARTICLE III

The purposes for which this Corporation is formed are:

- (a) To promote the research and development of turfgrasses for the use on golf courses.
- (b) To promote research and development of better products and methods for the maintenance of turfgrasses.
- (c) To further the knowledge of its members in all phases of turfgrass maintenance and professional development to include: leadership; public relations; communications; and image.
- (d) To provide a convenient and effective means for members to aid one another in their various turf problems.
- (e) To raise the standards of the members and thereby lend dignity and prestige to their profession.
- (f) In general, to have all the powers conferred upon a corporation by the laws of the State of Florida which are consistent with these Articles of Incorporation and the Bylaws of this Corporation.

ARTICLE IV

This Corporation shall be a corporation not-for-profit and shall not have any capital stock. The conditions, qualifications, privileges and obligations of membership shall be as set forth in the Bylaws of the Corporation. Provision may also be made in the Bylaws for one or more classes of members who shall have no voting power.

ARTICLE V

The names and places of residence of each of the incorporators of the Corporation are as follows:

NAME	ADDRESS
Kevin Rotti	1242 Woodridge Court Altamonte Springs, Florida 32714
Geoff Coggan	5040 Carter Street Cocoa, Florida 32927
Brian Jenkins	2885 Naples Drive Winter Park, Florida 32789

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The private property of the members shall not be subject to the payments of corporate debts or liabilities to any extent whatsoever.

ARTICLE VIII

The business of the Corporation shall be managed by the Board of Directors composed of the Directors and the Officers. The Officers and Directors of the Corporation shall be elected in the manner prescribed in the Bylaws.

Said Board of Directors shall have full power to act within its discretion in the performance of the objectives of the Corporation for its benefit and that of its members; shall have supervision over the Officers of the Corporation and shall supervise the expenditure of monies paid into its treasury and shall have full authority to act in all matters, not inconsistent with this Certificate of Incorporation, general law or Bylaws.

ARTICLE IX

Beneficiary and Death Benefit Funds. The Bylaws may provide for the assessment, collection, administration and payment of:

- (a) A Benevolence Fund for disabled and needy members or their families.
- (b) A Beneficiary Fund for the widows or families of deceased members.

ARTICLE X

Both members and Board of Directors shall have the power, if the Bylaws so provide, to hold their meetings and have one or more offices within or without the State of Florida and to keep the books of this Corporation subject to the provisions of the statutes outside the State of Florida at such places as may from time to time be designated by the members or Board of Directors.

ARTICLE XI

The Certificate of Incorporation of this Corporation may be amended if two-thirds (2/3) of the whole number of the Board of Directors at a meeting thereof shall adopt a resolution declaring that the amendment is advisable and shall vote in favor of such amendment and if such amendment shall be adopted by two-thirds (2/3) of the members of this Corporation present or represented by delegates or proxies and entitled to vote at the next annual meeting of this Corporation held after the adoption of such resolution and such vote by the Board of Directors.

The undersigned for the purpose of forming a corporation, not-for-profit under the laws of the State of Florida, and in pursuance of an Act of Legislature of the State of Florida, providing for a general corporation law and the acts amendatory thereof and supplemental thereto, acting as an incorporator of said corporation pursuant to chapter 617, Florida Statutes, does adopt the foregoing Articles of Incorporation and does declare and certify that the facts therein stated are true, and accordingly thereunto has executed these Articles of Incorporation this 15 day of November, 1996.

J. Kevin Rotti
Signature

J. KEVIN ROTTI
Typed Name

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

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

Central Florida Golf Course Superintendents Association Inc.

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

**Ms. Marie Roberts
1760 N.W. Pine Lake Dr.
Stuart, Florida 34994**

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.

Marie Roberts
(Signature)

11/7/96
(Date)