

P97000/03230

EDWIN L. FORD  
ATTORNEY AT LAW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -5 AM 8:15

THE ELLIS BUILDING  
1605 MAIN STREET, SUITE 612  
SARASOTA, FLORIDA 34236

TELEPHONE (941) 957-1811  
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FLORIDA BAR # 0265985  
FEIN 65-0673294  
CERTIFIED MEDIATOR # 00503R

December 3, 1997

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for Golf & Club Services, Inc.

Gentlemen:

Enclosed for filing are the proposed Articles of Incorporation for Golf & club Services, Inc..

Also enclosed is a check in the amount of \$122.50 to cover the following:

1.	Filing fee	\$35.00
2.	Certified copy of Articles	52.50
3.	Registered Agent Designation	<u>35.00</u>
		\$122.50

Please file the original Articles and forward a certified copy of the Articles to me at 1605 Main Street, Suite 612, Sarasota, Florida 34236.

Sincerely yours,

  
Edwin L. Ford

Enclosure

c:\elf\golf & club services, inc.\transmittal letter - articles

D. BROWN DEC - 9 1997.

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**ARTICLES OF INCORPORATION  
OF  
GOLF & CLUB SERVICES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND ADDRESS:** The name of the Corporation is **GOLF & CLUB SERVICES, INC.** and its mailing address is 677 North Washington Boulevard, Box 81, Sarasota, Florida 34236.

**ARTICLE II**

**DURATION:** The Corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE:** The Corporation is organized for the purposes of providing professional and consulting services to the golf course industry and any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK:** The Corporation is authorized to issue 10,000 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of the Corporation is 677 North Washington Boulevard, Sarasota, Florida 34236 and the name of the initial registered agent of the Corporation at that address is W. E. Elliott, III.

**ARTICLE VI**

**INCORPORATOR:** The name and address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Address</u>
William E. Elliott, III	3966 Berlin Drive Sarasota, Florida 34233

**ARTICLE VII**

**CORPORATE EXISTENCE:** This Corporation shall commence its existence at the time of filing these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

**ARTICLE VIII**

**SHAREHOLDER MANAGEMENT:** The shareholders of the Corporation shall manage the business affairs of the Corporation and exercise all corporate powers in lieu of a board of directors.

**ARTICLE IX**

**INDEMNIFICATION:** The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

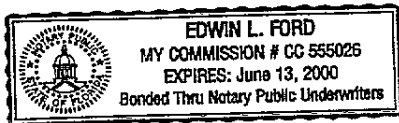
**IN WITNESS WHEREOF,** the undersigned has made and subscribed these Articles

of Incorporation at Sarasota, Florida, this 3<sup>rd</sup> day of December, 1997.

William E. Elliott, III  
William E. Elliott, III

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> of December, 1997 by William E. Elliott, III who is personally known to me or who produced \_\_\_\_\_ as identification and who did (did not) take an oath.



Edwin L. Ford  
Signature of Notary Public

EDWIN L. FORD  
(Typed or Printed Name of Notary Public)

My Commission Expires:

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation listed below, 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: **GOLF & CLUB SERVICES, INC.**
2. The name and address of the registered agent and office is:

**W. E. ELLIOTT, III**  
**677 NORTH WASHINGTON BOULEVARD**  
**SARASOTA, FLORIDA 34236**

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.

W. E. Elliott, III  
W. E. Elliott, III

Dated this 3rd day of December, 1997

c:\elf\golf & club services, inc.\designation of registered agent