

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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P98000020679

Paradise Golf Schools  
Inc.

300002446503--8  
-03/04/98--01017--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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DIVISION OF CORPORATIONS

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RP  
03-04-98

**ARTICLES OF INCORPORATION**

**OF**

**PARADISE GOLF SCHOOLS, INC.,**

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**ARTICLE I. NAME**

The name of the corporation is PARADISE GOLF SCHOOLS, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the Laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$5.00.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall have a perpetual existence commencing upon the filing of these articles.

**ARTICLE V. REGISTERED AGENT**

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Rhonda G. Stonier  
1024 Angler's Cove #208  
Marco Island, Florida 34145

The Board of Directors from time to time may change the registered agent and move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one and no more than nine (9). The Board of Directors shall be subject to provisions of a Deadlock Agreement incorporated herein by reference. Directors may be removed with or without cause.

#### ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is as follows:

Rhonda G. Stonier  
1024 Angler's Cove #208  
Marco Island, Florida 34145

The person named as initial director shall hold office for the first year of existence of the Corporation or until a successor is elected or appointed and has been qualified, whichever occurs first.

#### ARTICLE VIII. PRINCIPAL OFFICE OF CORPORATION

The Corporation's principal office and mailing address is as follows:

Post Office Box 1953  
Marco Island, Florida 34146

Initial officers of this corporation shall be:

Rhonda G. Stonier	President
David A. Borden	Vice-President
Rhonda G. Stonier	Secretary
Rhonda G. Stonier	Treasurer

The office of assistant Vice President, Assistant Secretary and Assistant Treasurer may be appointed by the Board of Directors at any time.

#### ARTICLE IX. INCORPORATOR

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

Rhonda G. Stonier  
1024 Angler's Cove #208  
Marco Island, Florida 34145

#### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X.I. INDEMNIFICATION

The addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless 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 XII. 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 in shall be disclosed or shall have been known to the Board of Directors of 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 or she were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE XIII. LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders, collectively or individually, shall not be subject to the payment of the Corporations debts or liabilities in any manner or extent.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing

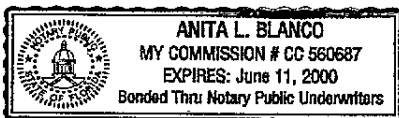
Articles of Incorporation on this 20th day of February, 1998.



Rhonda G. Stonier  
Incorporator

State of Florida  
County of Collier

BEFORE ME, a Notary Public, personally appeared RHONDA G. STONIER to me known to be the person described as Incorporator and who produced a driver's license for identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 2 day of March, 1998.

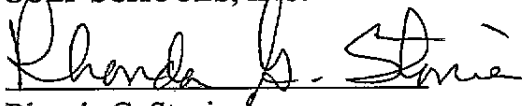




Notary Public  
State of Florida at Large  
My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation known as PARADISE GOLF SCHOOLS, INC.



Rhonda G. Stonier  
1024 Angler's Cove #208  
Marco Island, Florida 34145

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