

P.990000 42150

COVERT & ASSOCIATES, P.A.

ATTORNEY AND COUNSELOR AT LAW

611 DRUID ROAD

SUITE 109

CLEARWATER, FLORIDA 33756

NEIL R. COVERT

PRACTICE LIMITED TO  
ESTATE & BUSINESS PLANNING,  
TRUSTS, WILLS, PROBATE &  
TRUST ADMINISTRATION

April 7, 1999

TELEPHONE (727) 449-8200

FACSIMILE (727) 449-1625

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

SUBJECT: BP GOLF, INC.

300002863403-5  
-05/05/99--01049-017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation of BP GOLF, INC.  
and a check for: \$ 87.50 for the following:

1. Filing Fee
2. Certified Copy of the Articles of Incorporation
3. Certificate of Status

These materials are being submitted to you by:

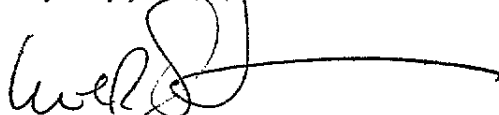
Neil R. Covert, Esq.  
Covert & Associates  
611 Druid Road - Suite 109  
Clearwater, FL 33756  
(727) 449-8200  
Florida Bar Number: 227285

FILED  
99 MAY -5 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file these Articles of Incorporation and forward a Certified Copy of the Articles of Incorporation and a Certificate of Status to the undersigned at the above address.

Thank you for your prompt attention to this important matter.

Very truly yours,



Neil R. Covert, Esq.

enclosures

F. CHESSEN

MAY 10 1999

ARTICLES OF INCORPORATION

OF

BP GOLF, INC.

FILED  
99 MAY -5 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of the corporation shall be BP GOLF, INC., and the principal place of business and mailing address of this corporation shall be 147 Aleta Drive, Belleair Beach, Florida 33786.

ARTICLE II  
PURPOSE

For general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to subscribe for, take acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefor, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release, and to extend and to receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and

to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; to invest in the professional golf career of BRUCE PITCHER, and to do any and all things whatsoever that may be necessary, expedient or convenient in or about the operation of the above-styled business; to act as broker, agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever; herein set out, by or through agents and/or subsidiary corporations; and to do any and all things herein set forth to the same extent as natural persons might or could do as principals or agents, contractors, or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto said corporation shall have all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

### ARTICLE III CAPITAL STOCK

The amount of capital stock authorized at any one time shall consist of 200 shares of common voting stock having a par value of \$1,000.00 per share payable in lawful money of the United States of America or in other property, tangible or intangible, but not in labor, services or stock, at a just valuation to be fixed by the Board of Directors, or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

### ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V  
EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 147 Aleta Drive, Belleair Beach, Florida 33786, and the name of the initial registered agent of this corporation at that address is KIMBROUGH F. FERRARA.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

BP GOLF, INC. shall be managed by a Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of each initial director is:

NAME	ADDRESS
KIMBROUGH F. FERRARA	147 Aleta Drive, Belleair Beach, Florida 33786

ARTICLE VIII  
ACTION WITHOUT MEETING

The action taken by the Board of Directors of this corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles is KIMBROUGH F. FERRARA located at 147 Aleta Drive, Belleair Beach, Florida 33786.

ARTICLE X  
SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

NAME	ADDRESS	NUMBER OF SHARES
KIMBROUGH F. FERRARA	147 Aleta Drive Belleair Beach, Fl 33786	12

ARTICLE XI  
OFFICERS

The following named persons shall act as officers of this corporation, until their successors have been chosen and duly qualified:

NAME	ADDRESS
KIMBROUGH F. FERRARA as President:	147 Aleta Drive, Belleair Beach, Florida 33786
ANGELA N. DURBIN as Secretary:	147 Aleta Drive, Belleair Beach, Florida 33786

ARTICLE XII  
OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

ARTICLE XIII  
POWERS OF DIRECTORS

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the By-Laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIV  
ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital assignment, and who shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

ARTICLE XV  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI  
AMENDMENT

This corporation reserves the right to amend, alter, modify 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.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these

Articles of Incorporation this 15<sup>th</sup> day of April, 1999.

Kimbrough F. Ferrara  
KIMBROUGH F. FERRARA, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared KIMBROUGH F. FERRARA, known to me to be the person(s) who executed the foregoing and he or she acknowledged to me that he or she executed those Articles of Incorporation, and who produced a valid state issued drivers license or other validly issued state photo identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County

aforesaid this 15<sup>th</sup> day of April, 1999.

*Neil R Covert*

NOTARY PUBLIC  
State of Florida at Large



Neil R Covert  
My Commission CC813870  
Expires March 2, 2003

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state 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.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 15<sup>th</sup> day of April 1999.

Kimbrough F. Ferrara  
KIMROUGH F. FERRARA, Registered Agent

99 MAY -5 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared KIMBROUGH F. FERRARA, known to me to be the person who is nominated to act as the resident agent and he or she acknowledged before me that he or she agreed to undertake said duty, and who produced a valid state issued drivers license or other validly issued state photo identification.

Neil R Covert  
NOTARY PUBLIC  
State of Florida at Large



Neil R Covert  
My Commission CC813870  
Expires March 2, 2003