

Florida's Golf

First Coast of

A GOLF DESTINATION MARKETING COMPANY

Corporate Background and Support

Duval County Tourist Development Council & four surrounding county TDC's built the most dynamic regional partnership for any market in the State in 1992.

Following are some top line points to understand.

- Duval County TDC's investment of \$148,838 in the regional cooperative is leveraged to a \$3.3 million dollar & earned media advertising effort. A \$22 to \$1 advertising buying power.
- Florida's First Coast of Golf has been formally endorsed by: NFHLA, Visit Jacksonville, VISIT FLORIDA, International Association of Golf Tour Operators, World Golf Hall of Fame.
- Organization is industry led via a 19 member board of directors comprised of members across a 5 county region.
- NFHLA officially endorses the marketing efforts of Florida's First Coast of Golf. NFHLA recognizes golf as a very important asset to Jacksonville's product mix in its ability to generate room nights
- NFHLA recognizes the reporting metrics used by Florida's First Coast of Golf to be a fair, yet conservative, assessment of room night generation.
- NFHLA believes in the regional cooperative marketing concept that pools regional dollars together creating more exposure, more inquiries, more impressions and more room nights than any individual county could do on its own

Request for Taxpayer Identification Number and Certification

**Give Form to the
requester. Do not
send to the IRS.**

Print or type
See Specific Instructions on page 2.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Florida's First Coast of Golf, Inc.	
2 Business name/disregarded entity name, if different from above	
3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) 5 Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
5 Address (number, street, and apt. or suite no.) 4300 Marsh Landing Blvd Ste 102	Requester's name and address (optional)
6 City, state, and ZIP code Jacksonville Beach, FL 32250	
7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number									
				-			-		
or									
Employer identification number									
5	9	-	3	1	3	4	6	2	0

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶	Date ▶ 10/09/2015
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
 - Form 1099-C (canceled debt)
 - Form 1099-A (acquisition or abandonment of secured property)
- Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.
- If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.*
- By signing the filled-out form, you:
1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
 2. Certify that you are not subject to backup withholding, or
 3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
 4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

ARTICLES OF INCORPORATION
OF
FLORIDA'S FIRST COAST GOLF GETAWAYS, INC.

ARTICLE I

NAME

The name of the corporation is Florida's First Coast Golf Getaways, Inc.

ARTICLE II

TERM OF EXISTENCE

The term for which the corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE III

PURPOSE

The purpose and object of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be to promote golf related tourism in Baker, Clay, Duval, Nassau and St. Johns Counties ("Florida's First Coast"); to create community interest in golf related tourism; to apply for and administer grants from available agencies and to obtain any other available funds for the purpose of promoting golf related tourism along Florida's First Coast; and to engage in, transact and carry on any lawful activity or business of a corporation organized under the laws of the State of Florida that in the judgment of the Board of Directors may be necessary, useful and advantageous to the purposes of the corporation as defined in this paragraph.

ARTICLE IV

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 6 East Bay Street, Suite 200, Jacksonville, Florida 32202. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE V

SCOPE OF ACTIVITY

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in this Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE VI

PROHIBITED ACTIVITIES

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the corporation:

A. The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for profit and no part of the net earnings shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

C. The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

D. At no time shall the corporation engage in any activities that are unlawful under the laws of the United

States of America, the State of Florida or any other jurisdiction where its activities are carried on.

E. No part of the income of the corporation shall enure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

F. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942(a) of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

1. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, which would give rise to any liability for the tax imposed by Section 4941(a);

2. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, which would give rise to any liability for the tax imposed by Section 4943(a);

3. Make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Internal Revenue Code of

1986, as amended, so as to give rise to any tax imposed by Section 4944(a); and

4. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, which would give rise to any liability for the tax imposed by Section 4945(a).

G. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VII

DISSOLUTION

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Sections 501(c)(3) and (4) of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII

MEMBERSHIP

A. The corporation is to be organized on a non-stock membership basis. Such membership shall be nonredeemable,

nontransferable and non-dividend bearing. The corporation shall have members as provided in this Article VIII.

B. The membership of the corporation shall consist of five categories:

1. Lodging Facilities - hotels, motels and resorts operating only within Florida's First Coast, whose counties are in compliance with Article VIII B(3) below;

2. Golf Courses - golf course members of the Golf Industries of N.E. Florida ("GINEF");

3. Tourist Development Councils - those councils within Florida's First Coast that contribute a "fair share" financial contribution to balance the corporation's approved budget. A "fair share" financial contribution percentage is the amount which is that county's percentage of the aggregate "promotional" funds of the Tourist Development Councils collecting room occupancy tax;

4. Jacksonville Port Authority - when making an annual membership investment satisfactory with the level established by the Board of Governors; and

5. The P.G.A. Tour - shall have one representative on the Board of Governors and Executive Committee.

C. The member shall be the business and not an individual. However, the business shall designate an individual to be responsible for the membership and cast its vote. The membership shall have one vote at the annual meeting of the corporation.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation in the State of Florida is 6 East Bay Street, Suite 200, Jacksonville, Florida 32202, and the name of the initial registered agent of the corporation at that address is Charles Mares. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE X

BOARD OF DIRECTORS

The corporation shall have not less than three (3) directors, each of whom shall be elected as stated in the Bylaws.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended or altered by a two-thirds vote of the Board of Directors at any regular or specific meeting, provided the notice for the meeting includes a sufficient summary of the substance of the amendment.

ARTICLE XII

INCORPORATORS

The names and addresses of the initial incorporator of the corporation is:

Ralph Simmons
Blue Cypress Golf and Country Club
4012 University Boulevard North
Jacksonville, Florida

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this ____ day of _____, 1992.

_____(SEAL)
Ralph Simmons, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Ralph Simmons, to me well known, or who has produced _____ as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Florida First Coast Golf Getaways, Inc., and who did take an oath.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this ____ day of _____, 1992.

(SEAL)

Print Name: _____
Notary Public, State of Florida
at Large.
My Commission Expires: _____
My Commission No.: _____

CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT OF
FLORIDA'S FIRST COAST GOLF GETAWAYS, INC.

The undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Florida's First Coast Golf Getaways, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 6 East Bay Street, Suite 200, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 26 day of ANGUST, 1992.

Charles Mares

Charles Mares
Registered Agent



3/05/05

**FLORIDA'S FIRST COAST OF GOLF, INC.
BY-LAWS**

Article I
General

Section 1: Name

The Corporation is incorporated under Chapter 617, Florida Statutes and shall be known as FLORIDA'S FIRST COAST OF GOLF, INC.

Section 2: Purpose

The purpose of the Corporation is to promote golf-related tourism along Florida's First Coast to create community interest in golf related tourism. To apply for and administer grants from available agencies and to obtain any other available funds for the purpose of promoting golf related tourism along the Florida's First Coast. Florida's First Coast is defined as the counties of Baker, Clay, Duval, Nassau, St. Johns, and Flagler. This corporation shall have all powers necessary or appropriate to carry out such purposes.

Notwithstanding the foregoing, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of the assets of the Corporation nor the earnings thereof shall insure to the benefit of any member, director, officer or employee of the Corporation, except that the Corporation may pay reasonable compensation for services provided to the Corporation or on its behalf. Upon dissolution of the Corporation the assets of the Corporation remaining after the satisfaction of all its liabilities shall be transferred only to an organization or organizations that are operated exclusively for charitable, scientific or educational purposes and which are exempt from the Internal Revenue Code of 1986, as amended.

Section 3: Registered Agent

The Board of Directors of the Corporation shall designate a registered agent for service of process on the Corporation for the state in which the Corporation is qualified to do business. The initial registered agent for service of process shall be set forth in its Articles of Incorporation. Each registered agent and each successor registered agent appointed pursuant to this Section 2 shall file a statement in writing with the Department of State of the State of Florida or state official of any other state accepting the appointment as registered agent simultaneously with being designated, unless such agent signed the document making the appointment.

Article II
Membership

Section 1: Eligibility

The Membership of Florida's First Coast of Golf, Inc. shall be limited to within the boundaries of the six *(March 15, 2001 amended to five) Tourist and Development Councils (TDC), and shall consist of six categories.

- a. Lodging Facilities - hotels, motels, and resorts operating only within the First Coast of Florida, which is defined as the counties of Clay, Duval, Nassau, St. Johns, and Flagler*, whose counties are in compliance with Article II, Section 1, Item c, below;
- b. Golf Courses - Golf courses operating only within the First Coast of Florida and within the boundaries of the five* TDC's.
- c. Tourist Development Councils - those councils within the First Coast of Florida, which contribute a "fair share" financial contribution to balance Florida's First Coast of Golf, Inc. approved budget. A "fair share" financial contribution percentage is the amount which is that county's percentage of the aggregate "promotional" funds of the Tourist Development Council's collecting room occupancy tax, and;
- d. Jacksonville Port Authority, when making an annual membership investment satisfactory with the level established by the Board of Directors, shall have one representative on the Board of Directors and Executive Committee.
- e. The PGA TOUR shall have one representative on the Board of Directors and Executive Committee.

The member shall be the business and not an individual. However, the business shall designate an individual to be responsible for the membership and cast its vote. The membership shall have one vote at the annual meeting of Florida's First Coast of Golf, Inc.

These businesses or organizations, which desire to become a member must complete the membership application provided for that purpose by the Corporation.

*At the January 16, 1997 Board of Directors meeting a bylaws ammendment was approved with the following language via the minutes of the meeting: "Membership boundaries for the Florida's First Coast of Golf, Inc. extend from St. Mary's Georgia to Palm Coast.

*At the January 14, 1999 Board of Directors meeting, the bylaws expanded to six counties from the original five with a 10 yea/ 0 nay vote.

* At the March 15, 2001 Board of Directors meeting, the following language was approved: The First Coast core membership is defined by properties existing in Nassau, Duval, St. John's, Clay, and Flagler counties, the non-member surrounding/adjacent counties are defined as Camden(GA), Alachua, Putnam, Bradford, Marion, and Volusia counties. If a lodging property within the core membership requests that a golf course in a surrounding/adjacent county be considered for membership, the course will be eligible for

membership at a rate of 40% greater than the charter membership based on board approval. Non member surrounding/adjacent lodging facilities are not eligible.

Section 2: Annual Renewals

When an application has been full completed and signed by the applicant and delivered to the Corporation with the required membership fees, the applicant shall be deemed a member of the Corporation. Membership shall be renewable automatically from year to year upon payment of the requisite fee.

Section 3: Resignations and Terminations

All resignations shall be tendered to the Board of Directors in writing at least 30 days in advance of the effective date. Resignation, however, does not relieve the member from liability for the membership subscription and other debt due the Corporation at time of resignation.

The membership of any member may be terminated (I) upon nonpayment of any membership or other fee due the Corporation, or (ii) for conduct unbecoming a member as determined by majority vote of the Board of Directors.

Section 4: Membership Fees and Other Investments

Membership fees and other investments in the Corporation shall be payable in such amounts and at such times as the Board of Directors shall from time to time establish.

Section 5: Voting

In any proceeding in which voting by members is required, each dues paying member in good standing shall be entitled to cast one vote.

Article III
Membership Meetings

Section 1: Annual Meeting

The annual meeting of Florida's First Coast of Golf, Inc. shall be held during the last quarter of each year or no later than January of the following year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least one week before said meeting.

Section 2: Other Meetings

The President of the Corporation, or a majority of its Board of Directors, may call other meetings of the members of the Corporation upon no less than five working days prior notice, the purpose for and time and place of such meeting to be specified in such notice.

Section 3: Quorum

At any meeting of the members of the Corporation, a simple majority shall constitute a quorum.

Section 4: Closing of Membership Books

For the purpose of determining members entitled to notice of, or to vote at, any meeting of members or in order to make a determination of members for any other purpose, the Board of Directors may provide that the membership books shall be closed for a stated period not to exceed sixty (60) days. In the event such membership books shall be closed for the purpose of determining members entitled to notice of or to vote at any meeting of members, such books shall be closed for at least (10) days immediately preceding such meeting.

Section 5: Fixing Record Dates

In lieu of closing the membership books pursuant to Section 4 of this Article III, the Board of Directors may fix in advance a date as the record date for any determination of members, such date in any case to be not more than sixty (60) days and not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken.. If the membership books are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members.

Section 6: Member Quorum and Voting

A quorum of members shall consist of a majority of the active members of Florida's First Coast of Golf, Inc. If a quorum is established at the outset of any meeting, the affirmative vote of the majority of the memberships represented and entitled to vote on the subject matter at the meeting shall be the act of the members. After a quorum has been established at any meeting of members, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment of the meeting. Each member will be entitled to one vote on each matter submitted to a vote at a meeting of members.

Article IV
Board of Directors

Section 1: Policy

The governing and policy-making responsibilities of the Corporation shall be vested in a Board of Directors, who shall be elected at the first annual meeting of Florida's First Coast of Golf, Inc. This body shall be known as the Board of Directors. The Board of Directors shall control and dispose of the property of the Corporation, be responsible for its finances, direct its affairs, and establish and implement its policies.

Policies established by the Board of Directors shall be maintained in a policy manual and evaluated periodically by the Finance Committee.

Section 2: Composition

The members of the Board of Directors of the Corporation shall be determined from the membership, in the following manner:

1. One individual representing a Lodging facility for every five member Lodging facilities located in a participating county, elected by a vote of the Lodging membership in that respective county ;however, there will be a minimum of one member from each participating First Coast county, and;

2. One individual representing a Golf facility for every five-member Golf facilities, elected by a vote of the Golf facility membership; however, there will be a minimum of one member from each participating First Coast County.

3. Other members of the Board of Directors are automatically seated, and these are:
a) one member from the Jacksonville Aviation Authority, b) the President/CEO/Executive Director from the official tourist promoting organization within each participating county. These should not be a lodging facility representative or a golf facility representative.

4. One representative of the PGA Tour.

Section 3: Terms

The terms on the Board of Directors will be as follows for each member comprising a Lodging and Golf facility;

1. One half of the members shall serve an initial two-year term. Its replacement shall serve a two-year term.
2. One half of the members shall serve an initial three-year term. Its replacement shall serve a two-year term.

No Lodging or Golf member may serve a consecutive term.

*Amendment at March 15 board meeting – “No lodging or golf member may serve more than two consecutive terms.”

There will be no restriction for a official tourist promoting organization within each county member, so long as the official tourist promoting organization within each county is contributing its “fair share.” There will be no restriction for the Jacksonville Aviation Authority, so long as the Jacksonville Aviation Authority is a dues paid member, or the PGA Tour.

Section 4: Vacancies

A member of the Board of Directors who shall be absent without excuse from three consecutive regular meetings of the Board of Directors may be dropped from the membership on the Board by majority vote of the Board of Directors. Vacancies of the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote, upon nomination by the Chairman, and approval of the Executive Committee. *(additional language added per the unanimous vote at a 9/4/03 board meeting)* **A board member who has vacated their position with a member property shall retain their board position on the board for a period not to exceed 90 days. The board position shall be retained only if they are employed or retained by a member property in good standing by the end of 90 days. Any board vacancy as a result Section 4 will go through the normal procedure of voting on a new board member. If the vacancy is in the Executive Committee, normal succession will take place and the entry Executive Board position will be voted by the Board of Directors.**

Section 5: Meetings

At Board of Directors meetings, a majority vote of those members present at a meeting shall be the act of the Board, except in the case of amendments to the by-laws provided in Article XII. At any meeting of the Board of Directors, one-third of the members of the Board of Directors shall constitute a quorum.

A meeting of the Board of Directors shall normally occur quarterly. The Chairman, Chairman-elect or the President may call a special meeting of the Board of Directors upon no less than one day's written or telephonic notice. In addition, a special meeting of the Board of Directors shall be called by the Chairman upon written demand of no less than one-third of the members of the Board.

Section 6: Action Without a Meeting

Any action required to be taken or which may be taken at any meeting of the Board of Directors of Florida's First Coast of Golf, Inc., may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all Directors is filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a unanimous vote if filed in the minute book, and shall be effective the date specified in the written consent.

Section 7: Meetings by Telephone

Members of the Board of Directors, or any committee appointed by the Board, shall be deemed present at any meeting of the Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other intelligibly, is used.

Article V Officers

Section 1: Designation of Officers

To establish a transition slate of officers of Florida's First Coast of Golf, Inc., there shall be elected by the Organizing Task Force, a Chairman, Vice Chairman, Secretary, Treasurer and a General Council. These officers shall hold office until there can be an election by the membership at the first annual meeting of Florida's First Coast of Golf, Inc. These officers may be re-elected (March 15, 2001 board of directors meeting amendment - "and any officer may serve a consecutive term). However, all officers are elected for a term of one year at the annual meeting of Florida's First Coast of Golf, Inc., except the Chairperson. The term of the office of Chairperson shall be determined by the Board of Directors. The Immediate Past Chairperson will be an officer on the Board of Directors. March 3, 2005

Section 2: Duties of Officers

a. Chairperson. The Chairperson shall serve as the chief volunteer officer of the corporation and shall preside at all meetings of the Board of Directors, its Executive Committee and the members. He or she shall be responsible for the program activities, designating all committees and task forces, selecting all chairmen, and assisting in the selection of committee

members, subject to the approval of the Board of Directors. The Chairperson shall be elected from the Golf membership or from the Lodging Membership. March 3, 2005

b. Chairperson-elect. The Chairperson-elect shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The Chairperson-elect shall succeed to the office of Chairperson upon the conclusion of the Chairperson's term. The Chairperson-elect shall be elected from the Golf membership or from the Lodging Membership.

c. Secretary. The Secretary shall issue proper notices of all general and special meetings of the members, the Board of Directors and the Executive Committee and shall keep a correct record of all such meetings. The Secretary shall keep a current membership register and shall issue membership certificates at the direction of the Board of Directors.

d. Treasurer. The Treasurer shall have custody of all corporate funds and financial records of the corporation and shall keep full and accurate accounts of receipts and disbursements. Not later than ninety (90) days after the close of each fiscal year of the corporation, the treasurer shall prepare (a) a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of the immediately preceding fiscal year, and (b) a profit-and-loss statement in the registered office of the corporation in the State of Florida. Upon receipt of a written request from any member of the corporation, the Treasurer shall mail to such requesting member a copy of the most recent balance sheet and profit-and-loss statement of the company.

e. General Counsel. The general counsel shall be a competent local attorney who shall be responsible for advising the Corporation on legal matters.

Section 3: Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of Florida's First Coast of Golf, Inc. will be served thereby. Removal of any officer shall be without prejudice to the contract rights, if any, of the person removed, but the election or appointment of an officer or agent shall not of itself be deemed to create contract rights.

Section 4: Vacancies

Any vacancy, however occurring, in any office of Florida's First Coast of Golf, Inc., may be filled by action of the Board of Directors.

Article VI Indemnification

The Corporation shall indemnify its present and former officers, directors, employees and members to the maximum extent authorized by law, and may authorize the purchase of insurance with respect to such indemnification as the Board of Directors may deem necessary or appropriate.

Article VII Committees and Divisions

Section 1: Executive Committee

There shall be an Executive Committee of the Board of Directors which shall coordinate the work of the Corporation, make recommendations to the Board of Directors and implement its decisions, and act on behalf of the Board of Directors during the periods between its regular meetings. Except in extraordinary circumstances, a matter shall not be taken up by the Board of Directors unless it has been approved by the Executive Committee. It is intended that the Executive Committee shall act as a clearing house for the Board of Directors and that all department board and council reports, recommendations and similar decisions be submitted to the Executive Committee for action prior to being considered by the Board of Directors. The foregoing shall not be construed to limit or restrict presentations to the Board of Directors about the work of the various committees or other information of interest to the Corporation. It is being intended only that the Executive Committee shall ordinarily consider any material and substantial action or resolution to be taken or adopted by the corporation before it is considered by the Board of Directors. The members of the Executive Committee shall be the Chairperson, Chairperson-elect, Immediate Past Chairperson, Secretary, Treasurer, General Counsel, and one member from the Board of Directors representing the lodging community, one member from the Board of Directors representing the Tourist Development Councils, and one member from the Board of Directors representing the golf facilities, the JAXPORT representative, the PGA Tour representative, and the staff representatives of the official tourist promotion organization of the participating counties. March 3, 2005

Ordinarily, the Executive Committee shall meet quarterly.

Section 2: Departments, Boards, Councils, Committees and Task Forces

The Board of Directors may establish such departments, boards, councils, committees, task forces, or similar entities of the Corporation as may be necessary for the conduct of the business of the Corporation. All such entities shall be subordinate to the Board of Directors and shall be subject to its control. The Board of Directors may from time to time establish such policies and procedures for the governance and structure of such entities as it may deem necessary or appropriate.

Section 3: Authority

No action, resolution or policy of any department, board, committee, council, task force or similar entity of the Corporation shall be the action, resolution or policy of the Corporation unless and until such action, resolution or policy has been approved, ratified or confirmed by the Executive Committee and Board of Directors. Notwithstanding the foregoing, the Executive Committee may act for and on behalf of the Corporation on administrative issues and extraordinary matters without the concurrence of the Board of Directors, and any such action shall be binding upon the Corporation. No officer, governor, employee or member of the Corporation shall have authority to speak for or on behalf of the Corporation except the Chairperson or other person authorized to do so by the Chairperson or by specific resolution or general policy adopted by the Board of Directors. March 3, 2005

Article VIII

Manner of Selecting Officers, Executive Committee and Board of Directors

Section 1: Nominating Committee

There shall be a nominating committee, chaired by the Chairperson-elect, consisting of the Chairperson, Chairperson-elect, and the five most recent past chairmen, the purpose of which shall be to nominate the next succeeding Chairperson-elect, members of the Executive Committee, and the members of the Board of Directors to be nominated for three year terms. The nominating committee shall ordinarily meet in the summer of each year in order to assure an ordinary transition from year to year. The remaining officers shall be selected by the Chairperson for the year of his or her term, and approved by the Executive Committee and Board of Directors prior to taking office. Replacements to fill spots of resigning Board members serving three year terms shall be filled by nominations made by the Chairperson subject to the approval of the Executive Committee and Board of Directors. March 3, 2005

Section 2: Chairperson-Elect

The Chairperson-elect shall automatically succeed to the office of Chairperson upon the conclusion of the Chairperson's term. Should a Chairperson resign or die in office, the Chairperson-elect will serve the balance of the decedent's term and ordinarily the term which he or she was originally scheduled to serve. Should the Chairperson-elect or Chairperson resign or die in office, the nominating committee shall promptly nominate a new Chairperson-elect or Chairperson, as the case may be, who shall fill the vacancy, after being approved by the Executive Committee and the Board of Directors. March 3, 2005

Section 3: Executive Committee Nominations

Each member of the Executive Committee, from the Lodging membership and from the Golf membership, shall serve one-year term and shall be nominated by the Chairperson-elect to serve for the year in which he or she shall serve as Chairperson. March 3, 2005

Section 4: Board of Directors

The initial members of the Board of Directors shall be selected by a nominating committee made up of the members of the Organizing Task Force, and elected by the membership. Thereafter, the members of the Board of Directors serving two-year terms shall be selected by the nominating committee, approved by the Executive Committee and the Board of Directors and elected by the membership. The President shall publish in writing to the membership names of persons nominated as candidates for governors. Members may nominate additional persons to the Board of Directors by written petition signed by no less than 20 members and filled with the Secretary within ten days after such publication by the President (in which event the membership shall vote on the nominee at or before the annual membership meeting in a manner prescribed by the Board of Directors.

Should a vacancy occur on the Board of Directors, it shall be filled by a person from a similar category of the vacancy, nominated by the Chairperson then serving and approved by the Executive Committee and Board of Directors.

Article IX
Finances

Section 1: Funds

All moneys received by the Corporation shall be invested in such a manner as the Treasurer shall determine with the concurrence of the Board of Directors.

Section 2: Fiscal Year

The fiscal year shall begin October 1 of each year and end on September 30 of the following year.

Section 3: Budget

The Treasurer shall cause an annual budget to be prepared as expeditiously as possible and submitted to the Board of Directors promptly thereafter.

Section 4: Disbursements

- A. The daily and monthly expenditures of the Corporation shall be handled by the President who shall report such expenditures to the Treasurer on monthly basis.
- B. The Treasurer shall report any unusual or unexpected expenditures to the Executive Committee.
- C. All disbursements shall be made by check

Article X
Books and Record

Section 1: Maintenance and Location

Florida's First Coast of Golf, Inc., shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and committees of Directors. It shall likewise keep at its principal office a record of its members giving the names and addresses of all members, and the number, class and series of memberships held by each. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

Section 2: Member's Inspection Rights

Any member, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the relevant books and records of accounts, minutes and record of members of the corporation and to make extracts therefrom.

Section 3: Financial Information

Florida's First Coast of Golf, Inc. shall maintain in its registered office in the State of Florida for at least five (5) years following the fiscal years for which they were prepared, the balance sheets and profit-and-loss statements required to be prepared by the Treasurer pursuant to the provisions of Article V, Section 2, of the By-laws.

Section 4: Annual Audit

The accounts of the Corporation shall be audited annually by a public accounting firm selected by the Board of Directors. The audit shall at all times be available to members of the organization at the office of the Corporation.

Section 5: Bonds

The Chairperson and such officers and employees as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board of Directors and paid for by the Corporation.

Article XI Dissolution

Upon dissolution of the Corporation, the assets of the Corporation remaining after satisfaction of all its liabilities shall be transferred only to an organization or organizations that are operated exclusively for charitable, scientific or educational purposes and which are exempt from tax under provisions of Section 501©(3) of the International Revenue Code of 1986, as amended.

Article XII Governance

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or by-laws of this Corporation.

Article XIII Principle Place of Business

The principle place of business until otherwise fixed by the By-laws, shall be:
300 N. 2nd Street, Suite 10D, Jacksonville, Florida 32250.

Article XIV
Amendments

These by-laws may be amended or altered by a two-thirds vote of the Board of Directors at any regular or specific meeting, provided the notice for the meeting includes a sufficient summary of the substance of the amendment.

Article XV
Non-Stock Corporation

Section 1: Issuance of Stock

Florida's First Coast of Golf, Inc. shall be organized on a non-stock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership, which shall contain a statement, printed prominently upon the face of the certificate, that Florida's First Coast of Golf, Inc. is a non-profit corporation.