

Filing Fee: \$150.00

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 117507

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Windel Golf Enterprises Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (/strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) Perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

To own, lease, rent, hold out for use, operate and otherwise deal in and with golf carts, golf equipment, golf supplies and any and all related goods, products and supplies of every nature, kind or manner whatsoever and to own, lease, rent, hold out for use, operate, develop, market and otherwise deal in and with golf courses of every nature, kind or manner whatsoever and any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

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(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares Five Thousand (5,000)

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.): \$1.00 Par Value

(b) *If more than one class:* Total number of shares _____
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

The total number of shares of capital stock of all classes which the corporation shall have authority to issue is _____ Thousand (____,000) Shares, consisting of _____ (____) Shares of Class A Common Stock, without par value, and _____ (____) Shares of Class B Common Stock, without par value. The Class A Common Stock and Class B Common Stock shall be treated as one class and each share of stock shall have the same rights and privileges except that the Class B Stock shall have no voting rights.

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Preemptive rights of shareholders are denied.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956). as amended, § 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder; (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH: The address of the initial registered office of the corporation is 1100 Turks Head Building, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is Daniel S. Kaplan.



Signature of Registered Agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

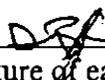
<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Edward M. Delfino	58 Melody Hill Lane P.O. Box 273 Harmony, RI 02829
Secretary	Frank E. Wingate	58 Melody Hill Lane P.O. Box 273 Harmony, RI 02829
Treasurer	Frank E. Wingate	58 Melody Hill Lane P.O. Box 273 Harmony, RI 02829

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel S. Kaplan	1100 Turks Head Building Providence, RI 02903

TENTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing of these Articles of Incorporation.

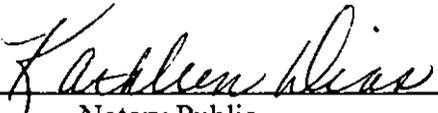
Dated as of: March 23, 2001



Signature of each incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 23rd day of March A.D., 2001, personally appeared before me Daniel S. Kaplan known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.



Notary Public

MY COMMISSION EXPIRES 07/27/02