

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF GOLF USA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GOLF USA, INC.

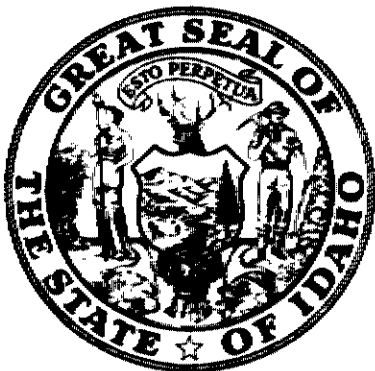
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GOLF USA, INC.

to transact business in this State under the name GOLF USA, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 13, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Mackey

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is GOLF USA, INC.

2. The name which it shall use in Idaho is GOLF USA, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Oklahoma

4. The date of its incorporation is April 28, 1986 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 12032 North Pennsylvania, Oklahoma City, Oklahoma 73120

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Please see attached Exhibit A

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Gary W. Burke</u>	<u>President & Director</u>	<u>1018 St. Andrews Drive Edmond, Oklahoma 73034</u>
<u>Gary D. Dublin</u>	<u>Vice Pres./ Director</u>	<u>2401 Horse Trial Road Edmond, Oklahoma 73034</u>
<u>George A. Stevens, Jr.</u>	<u>Secy./Treas./ Director</u>	<u>11716 Quail Creek Road Oklahoma City, Oklahoma 73120</u>
<u>J. Philip Listen</u>	<u>Director</u>	<u>12414 Maple Ridge Road Oklahoma City, Oklahoma 73120</u>
<u>Robert A. Reece</u>	<u>Director</u>	<u>6709 NW Grand Boulevard Oklahoma City, Oklahoma 73120</u>

(continued on reverse)

Exhibit A

To engage in all activities in which a corporation can lawfully participate under the laws of the State of Oklahoma as now existing or hereafter enacted;

To operate, manage, supervise, and otherwise carry on all or any of the business of wholesale or retail outlets for the sale or exchange of golf equipment, clothing, paraphernalia, supplies, accessories, and other such articles and commodities and, generally, to deal in any and all aspects of the business of retail and wholesale golf outlets.

To act as a consultant on behalf of others and to assist others in the site selection, the lease negotiation, training, inventory preparation, retail merchandising, marketing, sales techniques, advertising, media relations, administrative procedures, store operations, computer inventory operations, accounting inventory procurement, store design and to otherwise assist in any manner relating to the opening of a retail or wholesale business engaged in the sale of golf equipment, clothing, paraphernalia, supplies, accessories, and other such articles and commodities.

To buy, sell, establish, supervise, operate, manage, and otherwise deal in the business of franchised retail or wholesale golf outlets, including but not limited to, the creation and sale of franchises, the establishment of franchise territories, the licensing of franchises, and otherwise acting as a franchisor.

OFFICE OF THE SECRETARY OF STATE



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**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

To all to whom these Presents Shall Come, Greetings:

I, THE UNDERSIGNED, *Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.*

I FURTHER CERTIFY that GOLF USA, INC.

whose registered agent is: GEORGE A STEVENS, JR.

with its registered office at 5901 N. WESTERN #200, OKLAHOMA CITY, *Oklahoma, is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and has paid the fee due this office and is in good standing with this department according to our records.*

IN TESTIMONY WHEREOF, *I have set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



Done at the City of Oklahoma City, this 5th

day of NOVEMBER *, A. D. 19* 87

Hannah D. Atkins
Secretary of State

By: Kay Jones