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Department of State.

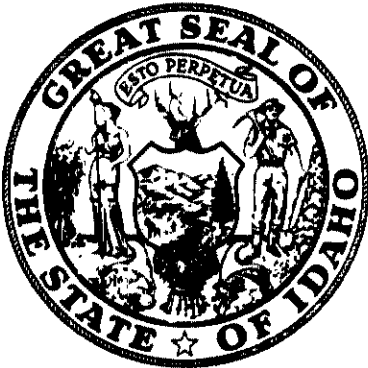
**CERTIFICATE OF AUTHORITY
OF**

GOLF ENTERPRISES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GOLF ENTERPRISES, 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 ENTERPRISES, INC. to transact business in this State under the name GOLF ENTERPRISES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 11, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley D. ...

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.

SEP 11 8 56 AM '91
SECRETARY OF STATE

1. The name of the corporation is Golf Enterprises, Inc.

2. The name which it shall use in Idaho is Golf Enterprises, 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 Delaware

4. The date of its incorporation is 3/12/91 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 32 Lookerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 1448 15th Street, Suite 200, Santa Monica, California 90404

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 CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The operation and management of a golf course.

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

Name	Office	Address
<u>Bryan C. Cressey</u>	<u>Director, Chairman of the Board, V.Pres., Secy.</u>	<u>1448 15th Street, Suite 200 Santa Monica, CA 90404</u>
<u>Thomas R. Devlin</u>	<u>Director</u>	<u>1448 15th Street, Suite 200 Santa Monica, CA 90404</u>
<u>Robert H. Williams</u>	<u>Director, CEO, President, Assistant Secretary</u>	<u>1448 15th Street, Suite 200 Santa Monica, CA 90404</u>
<u>R.D. Hubbard</u>	<u>Director</u>	<u>1448 15th Street, Suite 200 Santa Monica, CA 90404</u>
<u>Steven Reynolds</u>	<u>Vice President, Asst. Secy., Treasurer</u>	<u>1448 15th Street, Suite 200 Santa Monica, CA 90404</u>
<u>Russell Steenberg</u>	<u>Director</u>	<u>1448 15th Street, Suite 200 Santa Monica, CA 90404</u>

(continued on reverse)

Name

Office

Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 9-7-91

Golf Enterprises, Inc.

(Corporation Name)

By Robert H. Williams

Its President/Vice-President (please specify)

Robert H. Williams

and Steven Reynolds

Its Secretary/Assistant Secretary (please specify)

Steven Reynolds

STATE OF CALIFORNIA)

) ss:

COUNTY OF LOS ANGELES)

I, BETTY COHEN, a notary public, do hereby certify that on this SEVENTH day of September, 19 91, personally appeared before me Robert H. Williams, who being by me first duly sworn, declared that (s)he is the President of Golf Enterprises, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.



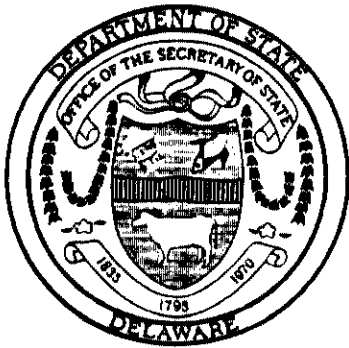
Betty Cohen
Notary Public



SEP 11 6 56 AM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY GOLF ENTERPRISES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

*3160781

DATE:

09/03/1991