

# State of Idaho

## Department of State

CERTIFICATE OF AUTHORITY  
OF

GOLF ENTERPRISES, INC.  
dba GOLF ENTERPRISES OF KANSAS, INC.  
File Number C 110415

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 OF KANSAS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 1, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeVries*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED  
SEC. OF STATE

35 MAY 1 1995

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:

1. The name of the corporation is Golf Enterprises, Inc.
2. The name which it shall use in Idaho is Golf Enterprises of Kansas, 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 Kansas
4. The date of its incorporation is 3/27/95 and the period of its duration, if other than perpetual, is \_\_\_\_\_
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1603 LBJ Freeway, Suite 810, Dallas, Texas 75234
6. The address to which correspondence should be addressed, if different than item 5, is Same as above
7. The street address of its proposed registered office in Idaho is CT Corporation System  
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 is proposed to pursue in the transaction of business in Idaho are:  
Operate golf course properties and other lawful activities.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
P.O. Box 83720  
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE  
19950501 0900 84997 2  
CK #: 46076 CUST# 46253  
CORP  
1@ 120.00= 120.00

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

Name	Office	Address
See Attachment		

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: April 20, 1995

Golf Enterprises, Inc.

By *J.H. Berndsen* (Corporation name)  
 Its President/Vice President (please specify)  
 and *Steven Reynolds*  
 Its Secretary/Assistant Secretary (please specify)

STATE OF Texas )  
 COUNTY OF Dallas ) ss:

I, Crissy Clay, a notary public, do hereby certify that on this 20th day of April, 19 95, personally appeared before me John H. Berndsen, who being by me first duly sworn, declared that (s)he is the Vice President of Golf Enterprises, Inc.

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



*Crissy Clay*  
 Notary Public

**GOLF ENTERPRISES, INC.**

**DIRECTORS**

**Bryan C. Cressey**  
Golder, Thoma, Cressey, Rauner, Inc.  
6100 Sears Tower  
Chicago, IL 60606-6402

**Harold W. Busching**  
MS Financial, Inc.  
715 S. Pear Orchard Rd., Ste. 400  
Ridgeland, MS 39157

**Robert H. Williams**  
Golf Enterprises, Inc.  
1603 LBJ Freeway, Suite 810  
Dallas, TX 75234

**James E. Bertelsmeyer**  
Heritage Propane Corp.  
8801 S. Yale, Ste. 310  
Tulsa, OK 74137

**Thomas R. Devlin**  
Devlin Enterprises  
1313 N. Webb Rd., Suite 100  
Wichita, KS 67206

**Joseph P. Nolan**  
Golder, Thoma, Cressey, Rauner, Inc.  
6100 Sears Tower  
Chicago, IL 60606-6402

**GOLF ENTERPRISES, INC.**

**OFFICERS**

**Robert H. Williams**                      **Chief Executive Officer and President**  
**Golf Enterprises, Inc.**  
**1603 LBJ Freeway, Suite 810**  
**Dallas, TX 75234**

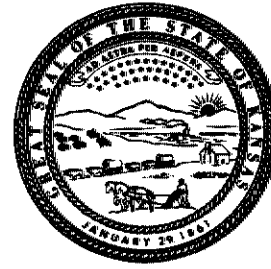
**John H. Berndsen**                      **Chief Financial Officer, Treasurer and Vice President**  
**Golf Enterprises, Inc.**  
**1603 LBJ Freeway, Suite 810**  
**Dallas, TX 75234**

**Steven R. Reynolds**                      **Senior Vice President of Acquisitions and Secretary**  
**Golf Enterprises, Inc.**  
**1603 LBJ Freeway, Suite 810**  
**Dallas, TX 75234**

# STATE OF KANSAS

OFFICE OF RECEIVED  
SECRETARY OF STATE SEC. OF STATE

BILL GRAVES MAY 1 AM 8 36



**To all to whom these presents shall come, Greetings:**

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

GOLF ENTERPRISES, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 27th day of March, A.D. 1995 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:

I hereto set my hand and cause  
to be affixed my official seal.  
Done at the City of Topeka, this  
31st day of March, A.D. 1995



BILL GRAVES  
SECRETARY OF STATE

GOLF ENTERPRISES, INC.

1603 LBJ Freeway, Suite 810

Dallas, Texas 75234

214/247-1199

Fax 214/247-3806

RECEIVED  
SEC. OF STATE  
April 19, 1995  
35 MAY 1 AM 8 36



Office of the Secretary of State  
Division of Corporations  
P.O. Box 83720  
Boise, ID 83720-0080

Re: Golf Enterprises, Inc. - Consent to Name Use

Dear Sir/Madam:

I hereby consent to the use of the name "Golf Enterprises of Kansas, Inc." in Idaho by the corporation organized under the laws of Kansas. If you have any questions regarding this consent, please contact Christopher M. Reitz (816-274-6987).

Very truly yours,

GOLF ENTERPRISES, INC.,  
a Delaware corporation

By: *Robert H. Williams*  
Robert H. Williams, President

ATTEST:

*Steven R. Reynolds*  
Steven R. Reynolds, Secretary

STATE OF TEXAS            )  
  ) ss.  
COUNTY OF DALLAS        )

Subscribed and sworn to before me, this 20<sup>th</sup> day of April, 1995.

*Crissy Clay*  
Notary Public

My Commission Expires: 2/6/99

dt-76536.1 -



**RESOLVED THAT, the name of the Corporation to be used in Idaho shall be Golf Enterprises of Kansas, Inc.**

**I hereby certify that the above is the form of resolution adopted by the Board of Directors of Golf Enterprises, Inc., a Kansas corporation.**



Handwritten signature of Steven R. Reynolds in cursive script, written over a horizontal line.

**Steven R. Reynolds, Secretary**