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SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF  
Stix Clothing Company, Inc.

\* \* \* \* \*

1. The name of the corporation is  
Stix Clothing Company, Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is Ten Million (10,000,000) and the par value of each of such share is One Mil (\$.001) amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
P.J. Fitzgibbon	1700 Broadway Denver, Colorado 80290
B.A. Baca	1700 Broadway Denver, Colorado 80290
C.M. Lude	1700 Broadway Denver, Colorado 80290

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Gerald W. Montiel	8055 E. Tufts Ave., Pkwy., #1050 Denver, Colorado 80239
John Ashworth	8055 E. Tufts Ave., Pkwy., #1050 Denver, Colorado 80239
Jeffrey K. Prager	8055 E. Tufts Ave., Pkwy., #1050 Denver, Colorado 80239

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate

of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of

Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.


9. The corporation shall have every power and duty of indemnification of directors, officers, employees and agents, without limitation, provided by the laws of the State of Delaware.

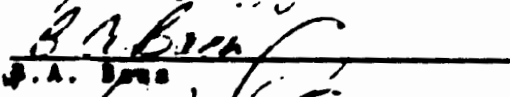
10. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes, each to consist of one-third of the total number of directors. The initial directors of the first class, shall be elected for a term of three years; the initial directors of the second class, for a term of two years; and the initial directors of the third class, for a term of one year; and at each annual election the successors to the class of directors whose term shall expire in that year shall be elected to hold office for the term of three years, so that the term of office of one class of directors shall expire in each year.

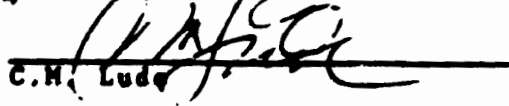
11. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a

corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 18th day of March, 1987.

  
P.J. Fitzgibbon

200034 107 02V13024  
  
B.A. Bous

  
C.H. Lude

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
STIX CLOTHING COMPANY, INC.

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

We, Gerald W. Montiel, President and Jeffrey Kenneth Prager, Assistant Secretary of Stix Clothing Company, Inc., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

**FIRST:** That the name of the corporation is  
Stix Clothing Company, Inc.

**SECOND:** That the Certificate of Incorporation of the corporation was filed by the Secretary of State of Delaware on March 19, 1987.

**THIRD:** That the Certificate of Incorporation of said corporation has been amended as follows:

Article I is amended to read as follows:

1. The name of the corporation is

Charter Golf, Inc.


**FOURTH:** That such amendments have been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the written consent of the holders of not less than a majority of the outstanding stock entitled to vote thereon and that written notice of the corporate action has been given to those stockholders who have not consented in writing, all in accordance with the provisions of Section 228 of the General Corporation Law.

IN WITNESS WHEREOF, we have signed this certificate this 31<sup>st</sup>  
of July, 1987.

CHARTER GOLF, INC.

ATTEST:

By:   
Gerald W. Montiel, President

  
Jeffrey Kenneth Prager,  
Assistant Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CHARTER GOLF, INC.

Charter Golf, Inc. , a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Charter Golf, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing Article I thereof, so that, as amended said Article shall be and read as follows.

I. The name of the corporation is: ASHWORTH, INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held on April 5, 1994, upon notice of accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary numbers of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Charter Golf, Inc. has caused this certificate to be signed by Gerald W. Montiel, its Chairman of the Board of Directors, and attested by Monica M. McKenzie, its Secretary, this 5th day of April, 1994.

By:   
Chairman of the Board of Directors

ATTEST:

By:   
Secretary