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07-03-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ClubCorp Resorts, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 2, 2001

2. Name and address of receiving party(ies)

Name: The Pinehurst Company

Internal Address:

Street Address: 3030 LBJ Freeway, #700

City: Dallas State: TX Zip: 75234

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/794,073 75/794,074 75/794,080 75/794,071 75/794,051 75/794,072 75/794,050 75/794,054

B. Trademark Registration No.(s) 1,746,152 1,847,173 1,864,999 1,675,382 1,700,906 1,897,780 1,700,905 1,702,208 1,926,938

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stephen M. Tratner

Internal Address:

Street Address: Tratner + Associates 1823 Jefferson Place, NW

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved:

19

7. Total fee (37 CFR 3.41): \$490.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Thomas T. Henske Name of Person Signing

[Signature] Signature

6-8-01 Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

FILED # C753-86

**ARTICLES OF MERGER
OF
CLUBCORP RESORTS, INC.
AND
THE PINEHURST COMPANY**

APR 10 2001

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ClubCorp Resorts, Inc., a business corporation organized and existing under the laws of the State of Nevada, with and into The Pinehurst Company, a business corporation organized and existing under the laws of the State of Delaware. The said Plan of Merger has been adopted by the Board of Directors of ClubCorp Resorts, Inc. and by the Board of Directors of The Pinehurst Company.

2. The said Plan of Merger was approved by the unanimous written consent of the stockholders of ClubCorp Resorts, Inc. pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

3. The merger of ClubCorp Resorts, Inc. with and into The Pinehurst Company is permitted by the laws of the jurisdiction of organization of The Pinehurst Company and has been authorized in compliance with said laws, by which The Pinehurst Company is governed.

4. The said Plan of Merger was submitted to the stockholders of The Pinehurst Company pursuant to the provisions of the laws of its jurisdiction of organization, and the manner of approval thereof by said stockholders was as follows:

i) The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:

- (a) Designation of class: Common
- (b) Number of outstanding shares of class: 1,000
- (c) Number of votes of class entitled to be cast: 1,000

ii) The total number of undisputed votes cast for the merger herein provided for by each class entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of class: Common
- (b) Number of undisputed votes of class cast for Plan of Merger: 1,000

ii) The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said class.

5. No amendments to the Article of Incorporation of The Pinehurst Company are effected by the merger herein provided for.

6. The specified address of The Pinehurst Company where copies of process may be sent by the Secretary of State of the State of Nevada, served pursuant to the provisions of Section 78.461, Nevada Revised Statutes, in a proceeding to enforce any obligation or the rights of dissenting shareholders of ClubCorp Resorts, Inc., unless The Pinehurst Company has designated in writing to the Secretary of State of the State of Nevada a different address for that purpose, is: 3030 LBJ FREEWAY, SUITE 700 DALLAS, TX 75234

7. The merger herein provided for shall become effective in the State of Nevada on April 2, 2001.

Signed on March 27, 2001.

ClubCorp Resorts, Inc.

By: *Patrick A. Corso*
Patrick A. Corso, President

By: *Thomas T. Henslee*
Thomas T. Henslee, Secretary

The Pinehurst Company

By: *Patrick A. Corso*
Patrick A. Corso, President

By: *Thomas T. Henslee*
Thomas T. Henslee, Secretary

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April 2, 2001

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CLUBCORP RESORTS, INC.", A NEVADA CORPORATION,

WITH AND INTO "THE PINEHURST COMPANY" UNDER THE NAME OF "THE PINEHURST COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1072443

3374060 8100M

010173933

DATE: 04-10-01

TRADEMARK
REEL: 002322 FRAME: 0454

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is The Pinehurst Company, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is ClubCorp Resorts, Inc., a Nevada corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is The Pinehurst Company, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 shares of Common Stock, \$1.00 par value.

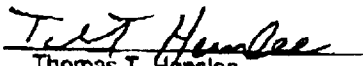
SIXTH: The merger is to become effective on April 2, 2001.

SEVENTH: The Agreement of Merger is on file at 3030 LBJ Freeway, Dallas, Texas 75234, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27th day of March, A.D., 2001.

By


Thomas T. Henslee
Secretary

W:\CORPORATE\COMPHM\TTC\merger of foreign in a domestic law

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/10/2001
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TRADEMARK
REEL: 002322 FRAME: 0455

FILED # C753-86

APR 05 2001

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

ARTICLES OF MERGER
OF
CLUBCORP REALTY, INC.
AND
CLUBCORP RESORTS, INC.

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the constituent domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ClubCorp Realty, Inc., a business corporation organized under the laws of the State of Nevada, with and into ClubCorp Resorts, Inc., a business corporation organized under the laws of the State of Nevada. The said Plan of Merger has been adopted by the Board of Directors of ClubCorp Realty, Inc. and by the Board of Directors of ClubCorp Resorts, Inc..

2. The said Plan of Merger was approved by the unanimous written consent of the stockholders of ClubCorp Realty, Inc. pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

3. The said Plan of Merger was approved by the unanimous written consent of the stockholders of ClubCorp Resorts, Inc. pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

4. No amendments to the Articles of Incorporation of ClubCorp Resorts, Inc. are effected by the merger herein provided for.

The merger herein provided for shall become effective on April 2, 2001

Signed on _____, 2001.

CLUBCORP REALTY, INC.

By: *George Blasko*
George Blasko, Vice President

By: *Thomas T. Henslee*
Thomas T. Henslee, Secretary

CLUBCORP RESORTS, INC.

By: *Patrick A. Corso*
Patrick A. Corso, President

By: *Thomas T. Henslee*
Thomas T. Henslee, Secretary

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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JAN 22 1999

No. C 153-86

Dean Heller

DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLUB RESORTS HOLDING, INC.

We the undersigned as President and Secretary of CLUB RESORTS HOLDING, INC. do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened and held on the 4th day of January, 1999, adopted a resolution to amend the original Articles of Incorporation, as follows:

Article I shall be amended to read as follows:

The name of this corporation is: "ClubCorp Resorts, Inc."

The number of shares of the corporation outstanding and entitled to vote on such amendment to the Articles of Incorporation is 1,000; that the said change of name and amendment to the Articles of Incorporation has been consented to and approved by a majority vote of the stockholders holding at least a majority of stock outstanding and entitled to vote thereon at a special meeting of Shareholders duly convened and held on January 4, 1999.

Dated: January 4, 1999

CLUB RESORTS HOLDING, INC.

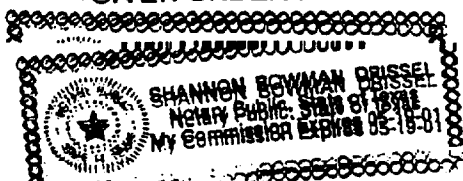
By: *James M. Hinckley*
James M. Hinckley, President

By: *Thomas T. Henslee*
Thomas T. Henslee, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for Dallas County, Texas on this 4th day of January, 1999, personally appeared James M. Hinckley and Thomas T. Henslee who, after being by me duly sworn, declared that he signed the foregoing document and that the statements contained therein are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 4th day of January, 1999.



Shannon Bowman Drissel
Notary Public, State of Texas