

H21000003991

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOUTH WALTON TOUCHDOWN CLUB, INC.**

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November 18, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SOUTH WALTON TOUCHDOWN CLUB, INC.
4987 E. CO. HWY. 30A
SANTA ROSA BEACH, FL 32459US

SUBJECT: SOUTH WALTON TOUCHDOWN CLUB, INC.
REF: N21000003991

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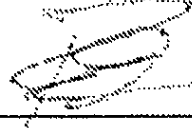
CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH WALTON TOUCHDOWN CLUB, INC.

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Pursuant to the provisions of *Section 617.1007* of the Florida Not For Profit Corporation Act, the undersigned authorized representative of South Walton Touchdown Club, Inc. (the "Corporation"), hereby certifies that:

- FIRST: The name of the corporation is South Walton Touchdown Club, Inc. and was filed with the Florida Department of State on March 29, 2021 and assigned Document Number N21000003991.
- SECOND: The Board of Directors of the Corporation approved and adopted these Amended and Restated Articles of Incorporation on the 26th day of October 2021. There are no members entitled to vote on these Amended and Restated Articles of Incorporation.
- THIRD: These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments thereto.

SOUTH WALTON TOUCHDOWN CLUB, INC.
A Florida corporation not for profit

By: 
Name: Fred Leopold
Title: President

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTH WALTON TOUCHDOWN CLUB, INC.

The undersigned, Fred Leopold, a natural person competent to contract, hereby presents these Amended and Restated Articles of Incorporation as the Amended and Restated Articles of Incorporation of South Walton Touchdown Club, Inc. (the "Articles") under the provisions of Chapter 617, *Florida Statutes*.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation is South Walton Touchdown Club, Inc. (the "Corporation"). The Corporation's principal office and mailing address is 1069 Toon Drive East, Niceville, Florida 32578.

ARTICLE II – PURPOSE

The purposes for which the Corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended, including specifically, for the purpose of promoting interest in the football program at South Walton High School ("SWHS") and its youth football feeder programs located in Walton County, Florida, to raise funds for the football program for all eligible students at SWHS and other activities approved by the Board of Directors related thereto, to provide moral and financial support to all phases of the football program at SWHS and its feeder programs, to cooperate and work in all possible ways with the coaches and staff, and to promote excellence in all athletic and scholastic endeavors at SWHS and its feeder programs.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – MEMBERSHIP

The Corporation may have members if provided in the bylaws of the Corporation.

ARTICLE V – TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

ARTICLE VI – OFFICERS

The Corporation shall have such officers consisting of a President, Executive Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors or as otherwise provided in the Corporation's bylaws.

The names of the officers who are to manage all affairs of the Corporation until the next election are:

- | | |
|---------------------------|------------------|
| President: | Fred Leopold |
| Executive Vice President: | Courtney Roberts |
| Secretary: | Christy Spurlin |
| Treasurer: | David Page |
| VP of Membership: | Josh Woodham |
| VP of Fundraising: | John Hodges |

ARTICLE VII – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The directors shall be elected, removed and/or reelected as provided in the bylaws of the Corporation. The Corporation shall have thirteen (13) directors. The number of directors may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) directors. The names and addresses of the directors of the Corporation are as follows:

Fred Leopold	1069 Toon Drive East, Niceville, Florida 32578
Courtney Roberts	458 Wood Beach Drive, Santa Rosa Beach, Florida 32459
David Page	174 Watercolor Way, Suite 103-409, Santa Rosa Beach, Florida 32459
Josh Woodham	171 Mosaic Circle, Santa Rosa Beach, Florida 32459
Christy Spurlin	174 Watercolor Way, Suite 103-139, Santa Rosa Beach, Florida 32459
John Hodges	8 Gulf Mark Lane, Santa Rosa Beach, Florida 32459
John Brown	1 Sandestin Estates Drive, Miramar Beach, Florida 32550
Ashley Bishop	251 South Gulf Drive, Santa Rosa Beach, Florida 32459
Matt Fancher	110 Bluejack Street, Santa Rosa Beach, Florida 32459
Michelle Hodges	8 Gulf Mark Lane, Santa Rosa Beach, Florida, 32459
Pearce Spurlin	174 Watercolor Way, Suite 103-139, Santa Rosa Beach, Florida 32459
Krissy Hawk	92 Carolyn Lane, Santa Rosa Beach, Florida 32459
Mike O`Donnell	155 Bald Eagle Drive, Santa Rosa Beach, Florida 32459

ARTICLE VIII – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them and all rights and privileges conferred upon the Board of Directors and officers of the Corporation are subject to this reservation.

ARTICLE IX – BYLAWS

The bylaws of the Corporation are to be made, altered, amended, or repealed by the affirmative vote of two-thirds of all directors then in office at a regular or special meeting of the Board of Directors called for that purpose.

ARTICLE X – DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Directors of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

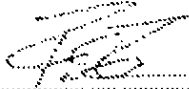
ARTICLE XI – REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 4987 E. Co. Highway 30A, Santa Rosa Beach, Florida 32459 and the name of the registered agent at that address is Hall, Gilligan, Roberts & Shanlever, LLP.

ARTICLE XII – EFFECTIVE DATE

The effective date of these Articles shall be the date these Articles are filed with the office of the Florida Department of State.

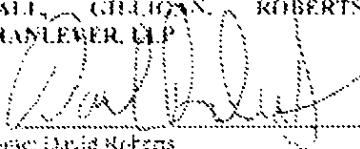
The undersigned has executed these Amended and Restated Articles on the date set forth below.



 Fred Leopold, President
 Date: 10/26/21

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of South Walton Touchdown Club, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

HALL, GILSON, ROBERTS &
 SHANLEYER, LLP

 By _____
 Name: David Roberts
 Title:

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