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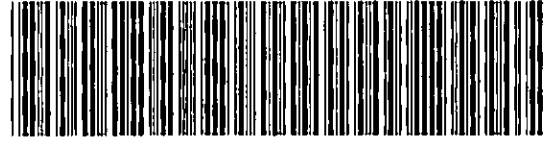
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SECURITY SERVICE
TALLAHASSEE, FL

2019 DEC 13 AM 9:44

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J Kinsey

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Saint Andrews Society of Southwest Florida, Inc.

DOCUMENT NUMBER: N98000002408

The enclosed *Articles of Amendment* and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Roger A Brown
(Name of Contact Person)

n/a
(Firm/ Company)

18140 Parkside Greens Drive
(Address)

Ft Myers, FL 33908
(City/ State and Zip Code)

dave.carpenter@colliercountyfl.gov
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:
Roger A Brown 239 6764959
(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Amended and Restated
ARTICLES OF INCORPORATION OF

THE SAINT ANDREWS SOCIETY OF SOUTHWEST FLORIDA, INC.

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FALLINGWATER SOCIETY
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1. **Name** The name of the Corporation shall be The Saint Andrews Society of Southwest Florida, Inc.
2. **Principal Place of Business** The principal place of business shall be 8023 Princeton Drive, Naples, Florida 34104.
3. **Registered Agent** The registered agent of the Corporation shall be David B Carpenter, 8023 Princeton Drive, Naples, Florida 34104.
4. **Duration** The duration of the Corporation shall be perpetual.
5. **Capital Stock** The Corporation shall not have any capital stock.
6. **Membership in Corporation** The conditions of membership in the Corporation shall be as stated in the by-laws.
7. **Purposes of Corporation** The Corporation is organized under and governed by the Florida Non-Profit Corporation Law, Chapter 617 of Title XXXVI of the Florida Statutes, exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code ("Code"), or the corresponding section of any future federal tax code. In particular, the objectives of the Corporation shall be to educate its Members and the general public on Scottish history, customs, and culture and to support, financially and otherwise, deserving students who wish to study in Scotland. In carrying out such purposes, the Corporation does not contemplate pecuniary profit or financial gain, incidental or otherwise.
8. **Limitation of Activities**
 - A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code during each fiscal year in which the Corporation has chosen to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf

of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation is expressly prohibited from making any distribution, engaging in any activity, or exercising any power or discretion that would jeopardize or be inconsistent with the continuing qualification of the Corporation as an entity (i) that is exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) to which contributions are deductible under Section 170(c)(2) of the Code.

B. In the event the Corporation is or at any time becomes a "private foundation" within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(1) The Corporation shall distribute income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code;

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code; and

(6) Upon dissolution or termination, the Corporation shall comply with the requirements of Section 507(b)(1)(A) of the Code.

C. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The first priority on dissolution shall be the Overseas scholarship Funds of the Florida Golf Coast University to the extent that such distribution qualifies as an exempt purpose. Any assets not so disposed of shall be disposed of in accordance with section 1406 of Title 617 of the Florida Laws, exclusively for such purposes as stated therein.

9. **Board of Directors** The business and affairs of the Corporation shall be governed and managed by its Board of Directors, which shall consist of no fewer than Five (5) Directors and no more than nine (9). The mode of election shall be as set forth in the by-laws of the Corporation

10. **Indemnification** The Corporation shall indemnify its, directors, officers, and committee members, and may indemnify its employees and agents (all of which for the purposes of this section are collectively referred to as "directors and officers") to the fullest extent provided by the Florida

Non-Profit Corporation Law, as the same may be amended and supplemented from time to time, from and against any and all expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in, or covered by said provisions, including but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive any other rights to which those indemnified may be entitled under any by-law, agreement vote of members, or disinterested directors, officers, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer committee member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect, the right to indemnification for those indemnified; provided, however, that indemnification shall not be available if a judgement or other final judicial adjudication establishes that his or her actions or omissions to act were material to the adjudication and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgement in its favor;
- a. A violation of criminal law, unless the director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful; or
- b. A transaction from which the director or officer derived an improper personal benefit.

This amended and restated articles of incorporation were adopted by the members on October 28, 2019. The number of votes cast for the amendment was sufficient for approval.

The date of each amendment(s) adoption: October 28, 2019 if other than the date this document was signed.

Effective date if applicable: October 28, 2019
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

December 10, 2019

Dated _____

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David B Carpenter

(Typed or printed name of person signing)

President

(Title of person signing)