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17 NOV 28 PM 4:47  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: SOUTHWEST FLORIDA COMMUNITY FOUNDATION, INC.

DOCUMENT NUMBER: 735077

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LUIS LEON

(Name of Contact Person)

SOUTHWEST FLORIDA COMMUNITY FOUNDATION, INC.

(Firm/ Company)

8771 COLLEGE PARKWAY BLD 2, SUITE 201

(Address)

FORT MYERS, FLORIDA 33919

(City/ State and Zip Code)

L LEON@FLORIDA COMMUNITY.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RONALD E. PENN

(Name of Contact Person)

at 239 - 274-5900

(Area Code) (Daytime Telephone Number)

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

- |   |  |   |  |
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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF  
AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
SOUTHWEST FLORIDA COMMUNITY FOUNDATION, INC.**

FILED  
17 NOV 28 PM 4:07  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF LEE  
FLORIDA

**WHEREAS**, Southwest Florida Community Foundation, Inc., is a not-for-profit corporation (the "Corporation"), organized and existing under the laws of the State of Florida, filed on March 1, 1976; and

**WHEREAS**, pursuant to action of the Trustees of the Corporation, at its meeting, the following resolution was adopted on the 14<sup>th</sup> day of November 2017, for which thirty (30) day written notice of consideration was given, authorizing amending the Articles of Incorporation in their entirety to read as follows:

**ARTICLE 1  
NAME AND ADDRESS**

The name of the Corporation is Southwest Florida Community Foundation, Inc. The Corporation's principal office (and mailing address) is located at 8771 College Parkway, Suite 201, Building 2, Fort Myers, Florida 33919 in Lee County, Florida. The Board of Trustees may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE 2  
NATURE OF BUSINESS**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational, or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes. The Corporation intends to carry out its activities in Lee, Charlottee, Hendry,

Glades and Collier counties in Southwest Florida.

Any fund which is part of the assets of the Foundation may be created by its donor for specified charitable purposes or for the benefit of a specified organization. However, the Foundation may only accept funds where the Foundation has the power and duty to modify such restriction or condition if the distribution of funds for the specified charitable purpose or to the specified organization becomes, in the sole judgment of the Board of Trustees, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of Southwest Florida.

### **ARTICLE 3**

#### **POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

### **ARTICLE 4**

#### **MEMBERSHIP**

The Corporation shall have a Membership consisting such persons who may, from time to time, become Members as set forth under Bylaws adopted for the Corporation and who shall have such rights, privileges, powers and duties as Members, as set forth herein, under Bylaws adopted for the Corporation or as provided by law. The Members of this corporation shall be those persons who are nominated, elected and who qualify as Members under the Board of Trustees, during their term of office and such additional persons as the Board of Trustees may in the Bylaws from time-to-time prescribe, provided that in all cases such persons are selected because they are generally representative of varied elements or organizations in the Southwest Florida geographical area. No Member shall be so selected because of the personal interests of any particular donor. Any Member may be removed or a vacancy filled in a manner set forth in the Bylaws adopted for the Corporation.

### **ARTICLE 5**

#### **TERM OF EXISTENCE**

Corporate existence shall commence on the date of filing and the Corporation shall have perpetual existence thereafter.

## **ARTICLE 6**

### **OFFICERS**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by Bylaws adopted for the Corporation. Officers shall be elected by the Board of Trustees in the manner set forth in Bylaws adopted for the Corporation.

## **ARTICLE 7**

### **TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees, also known as the Board of Trustees, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The number of members of the Board of Trustees shall be fixed as set forth in Bylaws adopted for the Corporation; provided, however, the Corporation shall never have less than three (3) and not more than thirty (30) members of the Board of Trustees. The term of the Trustees shall be three (3) years. The composition of the Board shall be representative of the community which it serves and shall consider diversity as to the social, ethnic, racial, and demographics of the area served by the Foundation.

## **ARTICLE 8**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 8771 College Parkway, Suite 201, Building 2, Fort Myers, Florida 33919, and the name of the initial registered agent at such address is Sarah Owen.

#### **Bylaws**

The Board of Trustees shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Trustees may deem necessary from time to time to time.

## **ARTICLE 9**

### **AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Trustees or by the officers of the Corporation and shall be approved by the Board of Trustees vote of two-thirds (2/3) of the Trustees present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

**ARTICLE 10**  
**LIMITATIONS ON ACTIONS**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any members, trustees, officers, Trustees or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, trustees, officers, Trustees or any other private persons, and the private property of any members, trustees, officers, Trustees or any other private person shall not be liable for the debts of the Corporation.

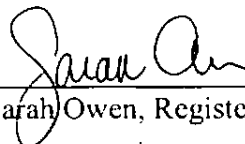
This Corporation is intended to be a public charity. However, without limitation of the generality of the foregoing paragraph, if at any time the Corporation is determined to be a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not: fail to distribute 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 Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

**ARTICLE 11**  
**DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Trustees of the Corporation. None of the assets will be distributed to any member, trustee, officer, director or any other private person. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ACCEPTANCE BY REGISTERED AGENT**

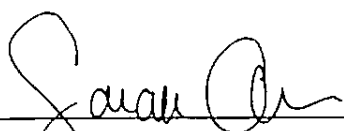
Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and ~~acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative~~ to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Sarah Owen, Registered Agent  
Dated: Nov. 16, 2017

**WHEREUPON**, at Fort Myers, Florida on this 14th day of November 2017, the Corporation hereby certifies accordingly, under its corporate seal and the hand of its President and Chief Executive Officer, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.



**Southwest Florida Community Foundation, Inc., a  
Florida not-for-profit corporation**

  
\_\_\_\_\_  
Sarah Owen, President and Chief Executive Officer

**Resolution**

**Southwest Florida Community Foundation, Inc.**

Be it hereby resolved that the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION of the Southwest Florida Community Foundation, Inc. are hereby adopted and amend in its entirety the Amended Articles of Incorporation of Southwest Florida Community Foundation, Inc. as approved on November 2, 2006.

**Certification**

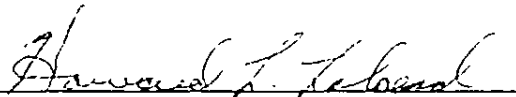
I hereby certify that the above Resolution was adopted by the Board of the Board of Trustees of the Southwest Florida Community Foundation, Inc. at a meeting held on November 14, 2017.

Signed by:

Attested to:



Larry A. Hobbs, MD, Chair



Howard Leland, Secretary