

N00000002281

**BETTYE J. MATTHEWS, CPA**

*Certified Public Accountant*

4700 N. TAMiami TR. SUITE 1

NAPLES, FL 34103

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

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3. \_\_\_\_\_ (Corporation Name) (Document #)

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☐ Walk in

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**NEW FILINGS**

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☒ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 13 PM 3:09

FILED

Examiner's Initials

AC 10/16



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 5, 2000

BETTYE J. MATTHEWS, CPA  
4700 N. TAMiami TRL., STE 1  
NAPLES, FL 34103

SUBJECT: SOUTHWEST FLORIDA'S FOUNDATION FOR YOUTH GOLF, INC.  
Ref. Number: N00000002281

We have received your document for SOUTHWEST FLORIDA'S FOUNDATION FOR YOUTH GOLF, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut  
Corporate Specialist

Letter Number: 900A00052783

RECEIVED  
00 OCT 13 AM 9:46  
DIVISION OF CORPORATIONS

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**Southwest Florida's Foundation for Youth Golf, Inc.**

**A Non-Profit Corporation**

**FILED**  
00 OCT 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS IS TO CERTIFY:**

That I, Kathleen Padgett, whose address is 400 Misty Pines Circle, Naples, FL 34105, being at least 18 years of age, do hereby under and by virtue of the Laws of State of Florida, execute these Articles with the intention of forming a non-profit corporation, by execution and filing of these Articles.

The corporation has no membership and operates by way of a Board of Directors. The Board of Directors adopted these amended Articles of Incorporation by a unanimous vote at its Board meeting held on September 12, 2000.

**ARTICLE I**

The name of the Non-profit corporation (which hereinafter is called the Corporation is Southwest Florida's Foundation for Youth Golf, Inc.

**ARTICLE II**

The purposes for which the Corporation is formed are as follows:

1) the corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distribution to organizations under Section 501 (c) (3).

2) 4) to provide golf instruction and tournament experience to amateur youths by providing funds to cover instruction, tournament fees and overnight travel expenses to qualified students of golf under the age of 19.

3) 2) to acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or either alone or in connection with any person, firm, association or corporation; and

Additions to Article are underlines. Deletions are strikeouts.

4) ~~3)~~ to have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations formed under the general laws above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the Corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now and hereafter conferred by statute upon corporations, it being the intention of the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Florida may not at the time lawfully carry on or do.

### ARTICLE III

The principal office of the Corporation in the State of Florida will be maintained at 400 Misty Pines Circle, Naples, FL 34105. The name and post office address of the Resident Agent of the Corporation in Florida is Kathleen Padgett, whose address is 400 Misty Pines Circle, Naples, FL 34105.

### ARTICLE IV

1) It is intended that this corporation be non-profit. Stock will not be issued.

2). Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose.

### ARTICLE V

The number of directors of the Corporation shall be four, which

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number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four(4). The names and addresses of the directors and officers who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Kathleen Padgett, LPGA shall serve as President.

Donald Santora shall serve as Vice-President.

Jaime Zabala shall serve as Secretary.

Bettye J. Matthews shall serve as Treasurer.

of the Corporation.

## ARTICLE VI

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and/or officers:

1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501 (c)(3) purposes. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code) or b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

~~(2)~~ ~~(4)~~ The Board of Directors of the Corporation shall establish a time and place for an organizational meeting.

~~(3)~~ ~~(2)~~ The Board of Directors of the Corporation shall by majority vote enact an initial set of By-laws to govern the organization.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to

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or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Laws of the State of Florida now or hereafter in force.

## ARTICLE VII

The corporation shall provide any indemnification required or permitted by the Laws of Florida and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability by in view or all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of the Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees)

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actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article SEVENTH.

(4) Any indemnification under paragraph (1) or (2) or this Article SEVENTH (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article SEVENTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

## **ARTICLE VIII**

The corporation upon unanimous approval of the stockholders reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

## **ARTICLE IX ✕**

The duration of the Corporation shall be perpetual.

**IN WITNESS WHEREOF**, the undersigned Board of Directors has executed

Additions to Article are underlines. Deletions are strikeovers.

these Amendments to the Articles of Incorporation this 21<sup>st</sup> day of Sept., 2000, and  
acknowledge the same to be my act.

Kathleen Padgett (SEAL)  
Kathleen Padgett, LPGA  
President

**STATE OF FLORIDA  
COUNTY OF COLLIER**

THE FOREGOING instrument was acknowledged and sworn to before me this 21<sup>st</sup> day  
of September 2000, by KATHLEEN PADGETT (personally known  
to me)



**NOTARY PUBLIC**

Betty J. Matthews  
My Commission Expires: 6/25/04

(SEAL)

Articles of Incorporation Filing Fee: \$35.00