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From: Davis Thomas

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PGA DISASTER RELIEF FUND, INC.

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
PGA DISASTER RELIEF FUND, INC.**

- A. The name of this corporation is PGA Disaster Relief Fund, Inc. ("Corporation").
- B. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporation Act.
- C. These adopted amended and restated Articles of Incorporation supersede original articles of incorporation and all amendments thereto.
- D. As amended and restated, the Articles of Incorporation shall read as follows:

**ARTICLE I**

**Name**

The name of the corporation is PGA DISASTER RELIEF FUND, INC.

**ARTICLE II**

The Corporation shall have perpetual existence

**ARTICLE III**

**Purpose and Powers**

- A. The purpose for which the Corporation is organized is for the relief of the distressed through assistance to individuals who are victims of disasters or other unexpected financial emergencies.
- B. In furtherance of this purpose, except as otherwise provided in the Articles, the Corporation may transact any and all lawful business which corporations not-for-profit are permitted to transact under the laws of the State of Florida.

**ARTICLE IV**

**Restrictions**

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A. This Corporation is a non-profit corporation organized pursuant to the Florida Not-For-Profit Corporation Act and shall be operated in accordance with such Act.

B. The Corporation does not contemplate pecuniary gain or profit to directors or officers thereof and no part of any net earnings of the corporation shall inure to the benefit of any director, officer or other individual. However, nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation, paying reasonable compensation for services rendered, or making payments, grants and loans in furtherance of the purposes of the Corporation.

C. No compensation, loan or other payment shall be paid or made to any officer, director or incorporator of the Corporation, except as reasonable compensation for services rendered and or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

E. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

F. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation, shall be distributed, as the Board of Directors shall determine, consistent with the purposes of the Corporation.

## ARTICLE V

### Capital Stock

The Corporation shall have no capital stock.

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## ARTICLE VI

### Members

The Corporation shall not have members.

## ARTICLE VII

### Registered Office and Agent

The street address of the registered office and principal place of business of this corporation is 100 Avenue of the Champions, Palm Beach Gardens, Florida 33418, and the name of the registered agent of this corporation at that address is Christine M. Garrity.

## ARTICLE VIII

### Board of Directors

The number of directors shall be as set forth in the Bylaws and may be either increased or diminished from time to time by the bylaws but shall never be less than three (3).

## ARTICLE IX

### Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in

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another capacity while holding such office, 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, executors and administrators of such a person.

## ARTICLE X

### Limited Liability of Officers, Directors

The private property of the officers and directors shall not be subject to the payment of corporate debts to any extent whatsoever. A director of the Corporation shall, to the maximum extent permitted by the laws of Florida, have no personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this Article VIII shall not eliminate or reduce the liability of a director in any case where such elimination or reduction is not permitted by law.

## ARTICLE XI

### Certain Powers of the Board of Directors

In furtherance and not in limitation of the powers conferred by statute and this Articles of Incorporation, the Board of Directors is expressly authorized:

(1) To make, alter or appeal the By-laws of the Corporation; and

(2) To authorize and cause the borrowing of funds for the acquisition and holding of property and the execution of mortgages and liens upon the real and personal property of the Corporation.

## ARTICLE XII

### Reservation of Power to Amend

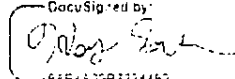
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The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute

IN WITNESS WHEREOF, PGA Disaster Relief Fund, Inc. has caused this Certificate to be signed in its name by its duly authorized officer this 3<sup>rd</sup> day of May, 2023.

PGA DISASTER RELIEF FUND, INC.  
*a Florida not for profit corporation*

By:  DocuSigned by:

Print Name: Henry Smokler

Its: Secretary

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