

NO400000 8630

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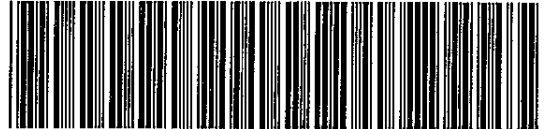
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TALLAHASSEE FLORIDA

AUG 01 2005

*Amgen
Rostker*



Diane S. Williams
Phone: (410) 332-8706
Fax: (410) 332-8123
dswilliams@saule.com
www.saul.com
Our File: 945349.1

July 28, 2005

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *The Spirit of Golf Foundation, Inc.*
N04000008630

Dear Sir/Madam:

Enclosed please find our Cover Letter and an original and one copy of the Articles of Amendment and Restatement for The Spirit of Golf Foundation Inc. Also enclosed is our check in the sum of \$35, representing your filing fee.

Please file the original Articles of Amendment and Restatement and return a receipt and date-stamped copy to my attention using the enclosed overnight envelope.

Should you need further information to process this request, please call me. Thank you for your assistance in this regard.

Sincerely,

Diane S. Williams,
Paralegal

DSW:tbs

Enclosures

cc: Robert A. Spar, Esquire

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Spirit of Golf Foundation Inc.

DOCUMENT NUMBER: N04000008630

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

Please return all correspondence concerning this matter to the following:

Diane S. Williams, Paralegal

(Name of Contact Person)

Saul Ewing LLP

(Firm/ Company)

100 South Charles Street, 15th Floor

(Address)

Baltimore, Maryland 21201

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Diane S. Williams, Paralegal

(Name of Contact Person)

at

(410)

332-8706

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.74 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
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT AND RESTATEMENT

THE SPIRIT OF GOLF FOUNDATION INC.

N04000008630

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation amends and restates its Articles of Incorporation:

ARTICLE I. The name of the Corporation shall be:

"The Spirit of Golf Foundation Inc."

ARTICLE II. The principal place of business and mailing address of the corporation shall be PO Box 690096, Orlando, Florida 32869-0096.

ARTICLE III. The Corporation is formed for the following purposes:

(a) To operate exclusively for charitable, religious, educational, or 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 of 1986, as amended, or the corresponding section of any future federal tax code (the "Code").

(b) To educate and inform non-professional golfers on how to best instruct their pupils and manage a golf instruction program, at both private and public institutions to promote a higher quality of instruction and program management.

(c) To engage in any lawful activities which are in furtherance of the purposes of the Corporation, but subject to the restrictions set forth herein.

ARTICLE IV. The Corporation is not authorized to issue capital stock.

ARTICLE V. The directors of the Corporation shall be elected or appointed in the manner provided in the Bylaws of the Corporation.

ARTICLE VI. The name and Florida street address of the registered agent are William J. Madonna, 7458 Somerset Shores Crt, Orlando, Florida 32819.

ARTICLE VII. The Corporation shall have a board of five (5) directors unless the number is changed pursuant to the bylaws of the Corporation. The number of directors may be increased or decreased in accordance with the bylaws of the Corporation but shall never be less than the minimum number required by the Florida Not For Profit Corporation Act. The name and address of the directors are:

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05 JUL 29 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

William "Max" R. Carey

PO Box 690096,
Orlando, Florida
32869-0096

William J. Madonna

7458 Somerset Shores Crt,
Orlando, Florida 32819.

Horace Calvert

PO Box 690096,
Orlando, Florida
32869-0096

John Montague

PO Box 690096,
Orlando, Florida
32869-0096

John Kenndy, Jr.

PO Box 690096,
Orlando, Florida
32869-0096

ARTICLE VIII. Notwithstanding any other provision of these
Articles:

(a) The Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(b) Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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 any candidate for public office.

(c) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or as a corporation the contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

ARTICLE IX. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation pursuant to a plan of distribution adopted by the directors which provides for the distribution of those assets to any organization or organizations exempt from

federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for those purposes, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for those purposes.

ARTICLE X. To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

The date of adoption of the amendment(s) was: June 22, 2005

Effective date if applicable: _____

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitle to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 22 day of June, 2005.

Signature

William J. Madonna
(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.)

William J. Madonna

(Typed or printed name of person signing)

Chairman, President

(Title of person signing)

FILING FEE: \$35