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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NAPLES ITALIAN AMERICAN FOUNDATION, INC.**

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Amended and Restated ARTICLES OF INCORPORATION OF THE NAPLES ITALIAN AMERICAN FOUNDATION CLUB, INC. ("The Foundation"), a Non-profit Corporation organized and existing pursuant to Chapter 617 of Title XXXVI of The State of Florida, filed with the Secretary of State of Florida on May 18, 2006, are amended and restated as follows:

ARTICLE 1. Repeal and Replace Current Articles of Incorporation

The Articles of Incorporation of the Foundation filed with the Secretary of State of Florida on May 18, 2006 are repealed in their entirety and replaced in their entirety with the following Amended and Restated Articles.

ARTICLE 2. Name of the Foundation

The name of the Foundation is: The Naples Italian American Foundation, Inc.

ARTICLE 3. Offices of the Foundation

The Foundation shall have its offices in Collier County, Florida. The principal office of the Foundation, and the mailing address of the Foundation, is 7035 Airport Pulling Road North, Naples, Florida 34109.

ARTICLE 4. Registered Office of The Foundation; Registered Agent of the Foundation

The Foundation shall have and continuously maintain a registered office and a registered agent in the State of Florida as required by Florida Law. The registered agent shall be either an individual resident of the State of Florida or a corporation authorized to do business in the State of Florida.

The Registered Agent of the Foundation is: John P. White, Esq., C/O John P. White, P.A., 1575 Pine Ridge Road, Suite 10, Naples, FL 34109, and the Registered Office of the Foundation is: Naples Italian American Foundation, C/O John P. White, P.A., 1575 Pine Ridge Road, Suite 10, Naples, FL 34109.

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The Board of Directors of the Foundation may change the Registered Agent of the Foundation and the Registered Office of the Foundation at any time.

ARTICLE 5 Purpose of the Foundation

Section 1. The Foundation is organized and operates exclusively for charitable and educational and scientific purposes pursuant to Section 501(c)(3) of the Internal Revenue Code or the corresponding section(s) of any future federal tax code, including, but not limited to, for such purposes, making distributions to other entities that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section(s) of any future federal tax code.

Section 2. The activities of the Foundation may include, but are not limited to:

- A. Celebration, promotion and preservation of Italian and Italian-American culture and heritage in Naples, Collier County and Southwest Florida,
- B. Sponsorship and execution of events of interest to the Italian and Italian-American communities but also to the community at large.
- C. Sponsorship and conduct of Italian language studies, and
- D. Sponsorship and conduct of activities that contribute to or enhance education excellence for students of Italian heritage and all students studying Italian and Italian-American history and culture.

Section 3. The activities of the Foundation shall be conducted in accordance with the applicable laws, ordinances, rules and regulations of the United States, the State of Florida, Collier County Florida and any other government subdivision having authority over the operations of the Foundation.

ARTICLE 6. Ownership of Real and Personal Property

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The Foundation may lease, and by gift, devise or purchase, own, maintain, operate, sell and encumber and otherwise deal with real and personal property in the name of the Foundation for Foundation purposes. The Foundation may also solicit and accept donations of real and personal property, including, but not limited to cash or cash equivalents, in aid of its purposes and maintain same.

ARTICLE 7 - Prohibitions

No part of the net earnings or surplus of the Foundation shall inure to the benefit of, or be distributable any of its members, trustees, officers or any other private person or entity, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein in Article 5 hereof. No substantial part of the activities of the Foundation shall be carrying on of political propaganda, or otherwise attempting to influence legislation, and the Foundation 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 of provision of these Articles the Foundation shall not carry out any activity that is not permitted to be carried out by (a) an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) and entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE 8. Members

The categories of membership, qualifications for and the rights, privileges and obligations members, and the manner of admission of members shall be established and regulated by the By-Laws of the Foundation. Unless and until otherwise changed by the Board of Directors there shall be two (2) categories of Members: A. GENERAL MEMBERS, who shall be entitled to vote on all items of Foundation operation for which a vote of members is required, desired and/or called for, and who shall be entitled to seek and hold the position of Director and/or Officer of the Foundation, and who shall be

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required to make annual contributions to the Foundation as and in amounts set forth by the Board of Directors, and B. STUDENT MEMBERS, who must be under the age of 25, be a full time student in high school or an accredited institution of higher learning, who shall have all the privileges and obligations of membership except that they shall not be eligible to hold any office of the Foundation, or be a Director of the Foundation, or be entitled to vote on any item of Foundation operations, and who shall not be counted in any way for purposes of any quorum, and who shall not be required to make an annual contribution to the Foundation.

ARTICLE 9. Directors

The affairs of the Foundation shall be managed by a Board of Directors. Except for the provisions of ARTICLE 12 below, the Board of Directors shall consist of the President of the Foundation plus the two (2) other Officers of the Foundation, plus six (6) additional persons, elected from among General Members by the General Members. All officers and Directors of the Foundation must be persons of good character and must have been Members of the Foundation for at least 365 days prior to the first day of the term of their office and be, and remain, General Members in good standing throughout their terms of office. It is not necessary that they reside in Naples, Florida for any period of time each year.

The Board of Directors shall choose a Chair from among its members who shall serve as such for the duration of his or her term as a Director. The Chair shall preside over all meetings of the Board.

ARTICLE 10. Officers

The Foundation shall have three officers: President, Treasurer, and Secretary.

The President shall be the Chief Operating Officer of the Foundation and perform the normal and customary duties of Chief Operating Officer, subject to the direction of the Board of Directors, and shall report to the Board of Directors.

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The President of the Foundation shall appoint the Chairs of any Committees that may be established by the Board to assist it in the operations of the Foundation, which committees shall not be Committees of the Board of Directors, who shall report to the President. Chairs of Committees must be General Members in good standing of the Foundation but do not have to be members of the Board of Directors. Committee Chairs may select other members of the Foundation to serve on their Committees. Committee Chairs and committee members serve at the pleasure of the President and may be removed by the President at any time for any reason or no reason.

The Treasurer shall be the Chief Financial Officer of the Foundation and perform the normal and customary duties of Chief Financial Officer, subject to the direction of the Board of Directors, and shall report to the Board of Directors.

The Secretary shall perform the normal and customary duties of Secretary, including keeping all the records of the Foundation, including, but not limited to, taking and maintaining Minutes of Meetings of the Board of Directors, subject to the direction of the Board of Directors, and shall report to the Board of Directors.

In the event a Director or Officer resigns her or his position or is unable to perform the ordinary duties of the position the Board of Directors shall appoint a replacement, (a) where the inability is permanent, to serve in the position until the next regular election, whereupon a successor shall be elected to the office to complete the end term for which the Director or Officer who is unable to serve was elected, whereupon a successor shall be elected in the ordinary course, or (b) where the inability is temporary (30 or fewer days), until the period of temporary inability ends.

ARTICLE 11. Termination of Terms of Persons Currently Serving as Directors or Officers of the Foundation, or on any Committee of the Foundation

The terms of office of all persons holding or purporting to hold an Office of the Foundation or as a Director of the Foundation, or on any committee of the Foundation, are hereby terminated and the persons holding

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or purporting to hold any such office shall not exercise any of the powers or privileges of any such office or position.

ARTICLE 12. Organizing Directors and Officers

Upon the adoption of these Amended and Restated Articles of Incorporation the following General Members are appointed Organizing Directors and Organizing Officers, to serve as such until the next general election, wherein their successors and other Directors and Officers shall be elected:

Organizing Board Member and Organizing President: George Giunta

Organizing Board Member and Organizing Treasurer: Frank Wyland

Organizing Board Member and Organizing Secretary: Louis Mangone.

ARTICLE 13. Quorums

A quorum of the Directors shall be a majority of the Directors in office at the time of the meeting, but no fewer than two (2) of three (3).

A quorum of the General Members shall be twenty five (25).

ARTICLE 14. Terms of Directors and Officers

Except for the provisions of ARTICLE 12 above, Board Members and Officers and Officers to replace the Organizing Directors Officers shall be elected by the General Members, for three (3) year terms, staggered as follows:

The President and two members of the Board, whose seats shall be designated by the Organizing Directors, shall be elected to full three (3) year terms at the next general election of the Foundation, after which their successors shall be elected to full three (3) year terms;

The Treasurer and two members of the Board, whose seats shall be designated by the Organizing Directors, shall be elected to two (2) year terms

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at the next general election of the Foundation, after which their successors shall be elected to full three (3) year terms;

The Secretary and two members of the Board, whose seats shall be designated by the Organizing Directors, shall be elected to full three (3) year terms at the next general election of the Foundation, after which their successors shall be elected to full three (3) year terms.

ARTICLE 15. By-Laws

The existing By-Laws of the Foundation in existence before the adoption of these Amended and Restated Articles of Incorporation are, to the extent they are contrary to or inconsistent with the provisions of these Amended and Restated Articles, are voided. To the extent there is a conflict between or a question as to a conflict between the terms of these Amended and Restated Articles and any provision of the existing By-Laws, said provisions of the existing By-Laws are voided and of no force and effect. The Board of Directors may change and or amend the By-Laws of the Foundation at any time.

Except for REORGANIZING DIRECTORS serving terms pursuant to ARTICLE 12 above Directors and Officers shall not be elected to the same position for more than two (2) successive terms.

ARTICLE 16. Term of Existence

The Foundation shall have perpetual existence.

ARTICLE 17. Capital Stock

The Foundation shall have no capital stock and shall have members rather than shareholders.

ARTICLE 18. Liabilities for Debts

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Neither the members of the Foundation, nor the Officers of the Foundation nor the members of the Board of Directors of the Foundation shall be liable for the debts of the Foundation.

ARTICLE 19. Amendment

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the General Members, who may vote thereon in person or by any other means permitted by Florida law, including, but not limited to, in person, by mail in ballot, by Proxy, by telephone and by electronic means.

ARTICLE 20. Indemnification

The Foundation shall indemnify a Director or Officer of the Foundation who was wholly successful, on the merits or otherwise, in the defense of any claim or proceeding to which he or she was a party because she or he is or was a Director or Officer of the Foundation, against reasonable attorneys fees and expenses incurred by him or her in connection with the claim or proceeding. The Foundation may indemnify an individual made a party to a proceeding because she or he is or was a Director, Officer, employee or agent of the Foundation against liability if authorized in the specific case by the Board of Directors after determination by it that such indemnification is in the best interests of the Foundation.

The Foundation may purchase insurance to cover such matters.

ARTICLE 21. Dissolution

Upon dissolution of the Foundation its assets shall be distributed for one or more exempt purposes within Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

ARTICLE 22. Effective Date

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These Amended and Restated Articles of Incorporation shall be effective immediately and shall be filed promptly with the Secretary of State of Florida.

Dated: March 23, 2023

CERTIFICATION

State of Florida: County of Collier: ss

I, Louis A. Mangone, hereby certify that I am the Secretary of the Naples Italian American Foundation (the "Foundation") and that the within Amended and Restated Articles of Incorporation of the Foundation were adopted by the General Members of the Foundation on March 23, 2023.

Louis A. Mangone
Name

On March 23, 2023, before me Notary Public of the State of Florida came Louis Mangone, to me known, and swore that he is the Secretary of the Naples Italian American Foundation, and, in my presence, affixed his signature to the above certification.

Daniel B. Barone, Notary Public

