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BASIC AMENDMENT

SOUTH FLORIDA GOLF FOUNDATION, INC.

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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA GOLF FOUNDATION, INC.**

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TALLAHASSEE FLORIDA

(A Not for Profit Corporation Organized Under Chapter 617, Florida Statutes)

South Florida Golf Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the corporation is South Florida Golf Foundation, Inc. (the "Corporation").
2. These Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation and the Board of Directors of the Corporation at a meeting held on August 15, 2001, and the number of votes cast for the amendments was sufficient for approval.
3. The text of the Articles of Incorporation of the Corporation, as heretofore amended, is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

**Article I**  
**NAME**

The name of the Corporation is SOUTH FLORIDA GOLF FOUNDATION, INC.

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation is 9600 N.W. 38<sup>th</sup> Street, Miami, Florida 33178.

**Article III**  
**PURPOSE**

(a) The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or corresponding provision of any future United States Internal Revenue Law), including, without limitation, the following purposes:

- (i) To organize, sponsor, produce, promote and/or participate in PGA Tour events or any successor thereto and other golf tournaments and related and

H01000103334 8

H01000103334 8

similar events and programs and to solicit, raise and receive funds from sponsors and the general public and to use such funds to contribute to charitable organizations primarily located in the Miami-Dade County, Florida and South Florida areas and other charitable organizations;

(ii) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and

(iii) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for corporations formed under Section 501(c)(3) of the Code.

(b) In furtherance of its purposes as set forth herein, the Corporation shall have the right to contribute funds or property to organizations described in Section 501(c)(3) of the Code, and to the State of Florida or any county or municipality located therein, or any instrumentality thereof.

**Article IV**  
**BOARD OF DIRECTORS**

The business and affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event shall the number of Directors be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

**Article V**  
**MEMBERSHIP**

The Corporation may have nonvoting members as determined by the Board of Directors of the Corporation and whose rights, qualifications and interests shall be regulated by the Bylaws of the Corporation.

**Article VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is c/o Hunton & Williams, Barclays Financial Center, 1111 Brickell Avenue, Suite 2500, Miami, Florida 3313; and the name of the Corporation's registered agent at that address is Abigail C. Watts-FitzGerald.

H01000103334 8

H01000103334 8

**Article VII**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

**Article VIII**  
**LIMITATIONS**

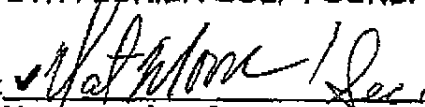
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IX - AMENDMENTS**

These Amended and Restated Articles of Incorporation may be amended by the affirmative vote of the Directors at a meeting of Directors at which a quorum is present.

**IN WITNESS WHEREOF**, South Florida Golf Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 31<sup>st</sup> day of August, 2001.

SOUTH FLORIDA GOLF FOUNDATION, INC.

By:   
Name: Nbt Moore  
Title: Secretary

H01000103334 8

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

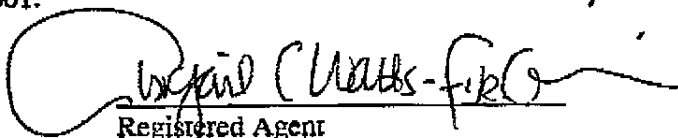
**WITNESSETH:**

That SOUTH FLORIDA GOLF FOUNDATION, INC., a not for profit corporation organized and existing under the laws of the State of Florida, desiring to change its registered agent, has named Abigail Wans-FitzGerald, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 31<sup>st</sup> day of August, 2001.

  
Registered Agent

H01000103334 8