

N14000003383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

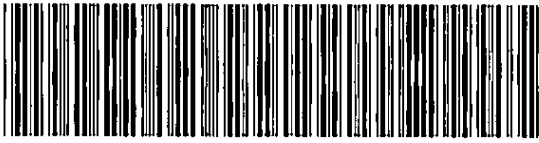
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 FEB -8 PM 12:05

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FEB 11 2019

ALBRITTON

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OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 4, 2019

COGENCYGLOBAL
115 N. CALHOUN ST.
STE. 4
TALLAHASSEE, FL 32301

SUBJECT: ARNIE'S ARMY CHARITABLE FOUNDATION, INC.
Ref. Number: N14000003383

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Please list the changes regarding the officer/directors within the document as you can not include pages of the Amendment form.

The document must state that there are no members or members entitled to vote.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 819A00002452

COM
19 FEB -8 PM 4:30



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2019

COGENCYGLOBAL
115 N. CALHOUN ST.
STE. 4
TALLAHASSEE, FL 32301

SUBJECT: ARNIE'S ARMY CHARITABLE FOUNDATION, INC.
Ref. Number: N14000003383

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Non-Profit Amended and Restated Articles must state that There are no members or members entitled to vote and adopted 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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 219A00001618

Articles of Amendment
to
Articles of Incorporation
of

Amie's Army Charitable Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N1400003383

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Arnold & Winnie Palmer Foundation, Inc.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
*(Principal office address **MUST BE A STREET ADDRESS**)*

N/A

C. Enter new mailing address, if applicable:
*(Mailing address **MAY BE A POST OFFICE BOX**)*

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

FILED
2019 FEB -8 PM 12:05

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PI</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PD</u>	<u>Amy Saunders</u>	<u>9000 Bay Hill Boulevard</u> <u>Orlando, FL 32819</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>ST</u>	<u>Glenn Blackburn</u>	<u>9000 Bay Hill Boulevard</u> <u>Orlando, FL 32819</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Steven Richards</u>	<u>9000 Bay Hill Boulevard</u> <u>Orlando, FL 32819</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Alastair Johnston</u>	<u>9000 Bay Hill Boulevard</u> <u>Orlando, FL 32819</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Roy Haley</u>	<u>9000 Bay Hill Boulevard</u> <u>Orlando, FL 32819</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>John Bozard</u>	<u>9000 Bay Hill Boulevard</u> <u>Orlando, FL 32819</u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended Articles of Incorporation of Arnold & Winnie Palmer Foundation, Inc.

These have been adopted by the Board of Directors as the complete Amended Articles of Incorporation of
this corporation.

**AMENDED
ARTICLES OF INCORPORATION
OF
ARNOLD & WINNIE PALMER FOUNDATION, INC.**

For the purpose of amending and restating in their entirety, the Articles of Incorporation of this corporation, under and pursuant to the provisions of the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, the Board of Directors of this corporation hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I.
NAME; REGISTERED AGENT AND OFFICE**

Section 1.01 The name of this corporation shall be:

Arnold & Winnie Palmer Foundation, Inc.

Section 1.02 The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Florida as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered agent shall be Amy Saunders and the registered office shall be 9000 Bay Hill Boulevard, Orlando, Florida 32819.

**ARTICLE II.
PURPOSES**

Section 2.01 This corporation is organized and shall be operated exclusively for the promotion of any or all of the charitable, religious, educational and scientific purposes contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code). In furtherance of its purposes, this corporation may engage in, advance, promote and administer charitable and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Code.

Section 2.02 This corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and

property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom, and to lease, mortgage, encumber, and use the same, and this corporation shall have such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Florida Not for Profit Corporation Act, as now enacted or as hereafter amended. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Code.

ARTICLE III. TAX EXEMPTION PROVISIONS

Section 3.01 This corporation shall not afford or pay pecuniary gain or remuneration, incidentally or otherwise, to its members, directors, or officers as such, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of, this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes, as set forth in Article II hereof.

Section 3.02 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 The management of this corporation shall be vested in a Board of Directors consisting of not less than three persons. The manner in which the directors will be elected, the powers, authorities and duties of the Board, the time and place of its meetings, and all other matters concerning the Board, subject to the provisions of applicable law and the other provisions of these Articles, shall be prescribed in the Bylaws.

Section 4.02 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present; provided that all directors must be notified of the text of the written action before it is signed by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

**ARTICLE V.
MEMBERSHIP; INDEMNIFICATION; DISSOLUTION**

Section 5.01 This corporation shall not have members with voting rights. The Board of Directors may establish a class or classes of nonvoting members upon such conditions and terms as it from time to time deems appropriate.

Section 5.02 To the fullest extent permitted under the Florida Not for Profit Corporation Act, as amended, this corporation shall indemnify any director, officer, employee or agent who is made a party to any proceeding by reason of the fact that the individual is or was a director, officer, employee, or agent of this corporation or is or was serving at the request of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, including without limitation advancement of Expenses. Terms used in this section shall have the same meaning as assigned to such terms in the Florida Not for Profit Corporation Act.

Section 5.03 This corporation may be dissolved in accordance with the laws of the State of Florida. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more other corporations, associations, institutions, trusts or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Code, or to the State of Florida or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ACKNOWLEDGMENT

The undersigned officer of this corporation, does hereby certify that the foregoing Amended and Restated Articles of Incorporation were adopted as the complete Amended and Restated Articles of Incorporation of this corporation by action of its Board of Directors effective as of the 17th day of December, 2018.



Amy Saunders, Chair

The date of each amendment(s) adoption: December 17, 2018, if other than the date this document was signed.

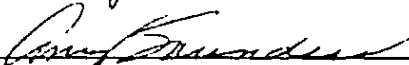
Effective date if applicable: immediately upon filing
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

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

Dated January 18, 2019

Signature 
(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)

Amy Saunders

(Typed or printed name of person signing)

Chair

(Title of person signing)