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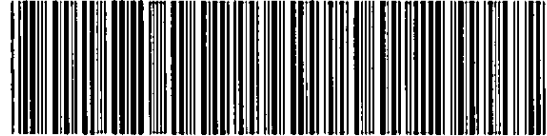
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S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2017

TIM MAVRAIS
PELICAN'S NEST GOLF CLUB, INC
4450 PELICAN'S NEST DRIVE
BONITA SPRINGS, FL 34134

SUBJECT: PELICAN'S NEST GOLF CLUB CHARITABLE GIVING
FOUNDATION, INC.
Ref. Number: N17000010114

We have received your document for PELICAN'S NEST GOLF CLUB CHARITABLE GIVING FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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.

Shelia H Young
Regulatory Specialist II

Letter Number: 117A00021577

RECEIVED
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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
FLORIDA

**Pelican's Nest Golf Club Charitable Giving
Foundation, Inc**

A Florida Non-profit Corporation

**AMENDED and RESTATED ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be Pelican's Nest Golf Club Charitable Giving Foundation, Inc. The business of the corporation may be conducted as Pelican's Nest Golf Club Charitable Giving Foundation, Inc.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Pelican's Nest Golf Club Charitable Giving Foundation, Inc. is being established so that the members of Pelican's Nest Golf Club, Inc. can make tax-deductible contributions for specific charitable programs. Charitable programs include: disaster relief payments to employees for qualifying expenses, gifts made to employees in need for non-disaster-related personal costs, employee education programs, and donations to other 501(c)3 organizations.

3.02 Non-Profit

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. is designated as a non-profit corporation.

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TALLAHASSEE FLORIDA

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. is organized exclusively for charitable and educational 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, or corresponding section of any future federal tax code. No part of the net earnings of Pelican's Nest Golf Club Charitable Giving Foundation, Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Pelican's Nest Golf Club Charitable Giving Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Pelican's Nest Golf Club Charitable Giving Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Pelican's Nest Golf Club Charitable Giving Foundation, Inc. hereunder shall be selected by the discretion of a majority of the managing body

of the Pelican's Nest Golf Club Charitable Giving Foundation, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Pelican's Nest Golf Club Charitable Giving Foundation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, 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 V **BOARD OF DIRECTORS**

5.01 Governance

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Board of Governors of Pelican's Nest Golf Club, Inc.

5.03 Election of Directors

Directors shall be elected pursuant to the provisions provided in the bylaws.

ARTICLE VI **MEMBERSHIP**

6.01 Membership

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Pelican's Nest Golf Club Charitable Giving Foundation, Inc.
4450 Pelican's Nest Drive
Bonita Springs, FL 34134

The mailing address of the corporation is:

Pelican's Nest Golf Club Charitable Giving Foundation, Inc.
4450 Pelican's Nest Drive
Bonita Springs, FL 34134

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

David Gillespie, GM/COO Pelican's Nest Golf Club, Inc.
4450 Pelican's Nest Drive
Bonita Springs, FL 34134

ARTICLE X
OFFICERS and DIRECTORS

The OFFICERS/DIRECTORS of the corporation are as follow:

Mr. Terry Eberle, President
Mr. Mark Pearlstone, Vice-President
Mr. Mike Martino, Treasurer
Mrs. Kathleen Drake, Secretary

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

Pelican's Nest Golf Club Charitable Giving Foundation, Inc. Articles of Incorporation
EIN 82-3073644

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Pelican's Nest Golf Club Charitable Giving Foundation, Inc. were approved by the Board of Directors on November 13, 2017 and constitute a complete copy of Articles of Incorporation of the Pelican's Nest Golf Club Charitable Giving Foundation, Inc. THERE ARE NO MEMBERS OR MEMBERS ENTITLED TO VOTE ON THE AMENDED AND RESTATED ARTICLES OF INCORPORATION.

Mr. Terry Eberle
Mr. Mark Pearlstone
Mr. Michael Martino
Mrs. Kathleen Drake
Mr. Dana Briggs
Mr. David de Roulet
Mrs. Susan Goldy
Mr. Gary Schwandt
Mr. Nick Spain

4450 Pelican's Nest Drive
Bonita Springs, FL 34134

The date of each amendment(s) adoption: 10/13/17 if other than the date this document was signed.

Effective date if applicable: 10/13/17
(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 10-13-17

Signature David Gillespie
(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)

DAVID GILLESPIE
(Typed or printed name of person signing)

GM/COO
(Title of person signing)