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FLORIDA PROFIT/NON PROFIT CORPORATION  
FSGA FOUNDATION, INC.

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**ARTICLES OF INCORPORATION  
OF  
FSGA FOUNDATION, INC.  
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt, and subscribe the following Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

FSGA Foundation, Inc.

The principal address and the mailing address of the corporation shall be:

12630 Telecom Drive  
Tampa, Florida 33637

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**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. The corporation is organized and shall be operated exclusively as a charitable organization to fundraise for and otherwise support and benefit The Florida State Golf Association, Inc., a Florida not-for-profit corporation ("FSGA"), as allowed by Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to the FSGA as long as FSGA qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general nature, objects, and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable and educational purposes, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary,

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incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, officers, directors, 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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### III.

#### BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

### IV.

#### INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of the corporation are as follows:

James E. Demick 12630 Telecom Drive Tampa, Florida 33637	-	President
Anthony M. Capano 12630 Telecom Drive Tampa, Florida 33637	-	Director and Vice President
Maurice C. Gallant 12630 Telecom Drive Tampa, Florida 33637	-	Director, Secretary, and Treasurer
Charles A. Phillips 12630 Telecom Drive Tampa, Florida 33637	-	Director
Steven R. Carter 12630 Telecom Drive Tampa, Florida 33637	-	Director

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Taffy J. Brower  
12630 Telecom Drive  
Tampa, Florida 33637

- Director

**V.  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

**VI.  
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided in the Bylaws.

**VII.  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 12630 Telecom Drive, Tampa, Florida 33637, and the name of the initial registered agent of this corporation that address is James E. Demick.

**VIII.  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is James E. Demick, 12630 Telecom Drive, Tampa, Florida 33637.

**IX.  
MEMBER**

The sole member of the corporation shall be FSGA. The following actions of the corporation may be taken only by or with the approval of the member: (i) election of directors; (ii) removal of any director; (iii) adoption of any amendment to the Articles of Incorporation or Bylaws; (iv) merger of the corporation; (v) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation; (vi) voluntary dissolution of the corporation; and (vii) adoption of a plan of distribution of the assets of the corporation upon dissolution. The member shall have such other voting rights as may be provided in the Bylaws of the Corporation.

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**X.  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.


**XI.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to FSGA; provided, however, that if at such time FSGA no longer qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), then the assets of the corporation will be disposed for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

**XII.  
AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of May 2020.

  
James E. Demick  
Incorporator


**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

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JAMES E. DEMICK

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The undersigned, hereby consents to the appointment as Registered Agent of the corporation, to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

  
James E. Demick  
Registered Agent

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