

N20000012517

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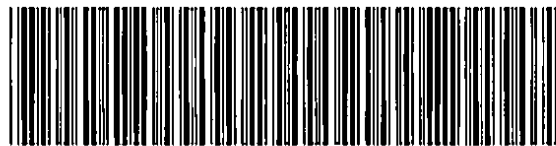
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TALLAHASSEE, FL

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TALLAHASSEE, FL 323

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 7/7/2002

****WALK IN****

ENTITY NAME WEST PALM GOLF COMMUNITY TRUST, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

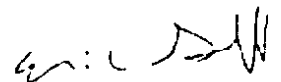
****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 35.00

ACCOUNT # 120160000072



Please call Tina at the above number for any issues or concerns. Thank you so much!

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEST PALM GOLF COMMUNITY TRUST, INC.
JUL -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned West Palm Golf Community Trust, Inc., a Florida not-for-profit corporation (the "**Corporation**"), having filed its original Articles of Incorporation, Document No. N20000012517, with the Florida Department of State on November 5, 2020, does hereby amend and restate its Articles of Incorporation (these "**Articles**") in their entirety as follows. These Articles were duly adopted by the board of directors of the Corporation (the "**Board of Directors**" or the "**Board**") on June 23, 2022.

ARTICLE I
NAME AND ADDRESS

(a) The name of the Corporation governed by these Articles shall be "WEST PALM GOLF COMMUNITY TRUST, INC."

(b) The street address of the Corporation's principal office shall be:

7301 Georgia Avenue
West Palm Beach, FL 33405

(c) The Corporation's mailing address shall be:

7301 Georgia Avenue
West Palm Beach, FL 33405

ARTICLE II
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES; RESTRICTIONS

(a) Subject to the restrictions set forth in Paragraph (b) below, the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, scientific, literary, and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "**Code**").

Notwithstanding the broad charitable purposes for the Corporation described above, the current primary purpose of the Corporation is to develop, improve, maintain, and operate common recreational activities and facilities, such as municipal parks, nature trails, lakes, and golf courses, for use by the general public and owned by the city of West Palm Beach, Florida and surrounding areas (the "**Community**"). The Corporation is organized and operated exclusively for charitable

purposes within the meaning of Section 501(c)(3) of the Code, and such purposes include, without limitation, the following:

- (1) Lessening the burdens on the municipal government that bears these expenses;
 - (2) Providing common recreational activities and facilities for residents and visitors;
 - (3) Preserving and improving public recreational facilities;
 - (4) Combating Community deterioration and engaging in city beautification;
 - (5) Promoting the health and welfare of Community residents; and
 - (6) Creating educational and instructional opportunities for residents and youth in the Community.
- (b) Despite any other provision of these Articles:
- (1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes;
 - (2) No member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;
 - (3) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office; and
 - (4) Despite any other provision of these Articles or Florida law to the contrary, the Corporation shall not carry on any activities that are not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Code, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall at all times operate as an organization exempt from federal income tax under Section 501(c)(3) of the Code, and nothing in these Articles shall be construed to the contrary.

ARTICLE IV POWERS

Subject to the restrictions in these Articles, the Corporation shall have the authority to exercise all of the powers conferred upon not-for-profit corporations under the laws of the State of Florida.

ARTICLE V MEMBERS

The Corporation shall have no members.

ARTICLE VI DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the Corporation's affairs shall be managed by, the Corporation's Board of Directors.

(b) The manner in which Directors are to be elected or appointed shall be as set forth in the Corporation's bylaws (the "**Bylaws**"). The number of Directors may be increased or decreased in the manner provided in the Corporation's Bylaws, but the Corporation shall always have at least three (3) Directors.

ARTICLE VII BYLAWS

The powers to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Board of Directors, unless otherwise provided in the Bylaws.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

The Board of Directors may alter, amend, or restate these Articles at any time, and shall follow the applicable procedures prescribed under the laws of the State of Florida for amending the articles of incorporation for a not-for-profit corporation. However, no change may ever be made to these Articles that would result in the denial of tax-exempt status to the Corporation under Section 501(c)(3) of the Code.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be paid to such one or more corporations, funds, foundations, or organizations selected by the Board of Directors which at such time are themselves recognized as exempt and described in Section 501(c)(3) of the Code.

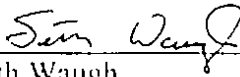
ARTICLE X
REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Corporation's registered agent are as follows:

CORPORATION COMPANY OF ORLANDO, INC.
300 South Orange Avenue
Suite 1600 (JGH)
Orlando, FL 32801

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by Seth Waugh, the Corporation's duly authorized officer, this 5th day of July, 2022.



Seth Waugh
President