

Dec. 22. 2022 2:42PM

No. 0308

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Amended and Restated
Articles of Incorporation
of
Gulf Harbour Charitable Foundation, Inc.
A Florida Corporation Not-For-Profit

Gulf Harbour Charitable Foundation, Inc., a Florida corporation not-for-profit (the "Corporation"), organized and existing under the laws of the State of Florida (Chapter 617, Florida Statutes), pursuant to Articles of Incorporation filed on October 13, 2022, as document number N22000011678, hereby certifies, by and through its undersigned officers, as follows:

The undersigned, being the President of the Corporation, hereby approves, executes and adopts these Amended and Restated Articles of Incorporation in their entirety for the Corporation pursuant to authority granted by the Corporation's Board of Directors. These Amended and Restated Articles of Incorporation have been duly approved, authorized, ratified and confirmed by the Corporation's Board of Directors. These Amended and Restated Articles of Incorporation do not require approval, authorization, ratification or confirmation by the Corporation's Members.

These Amended and Restated Articles of Incorporation are adopted on December 20, 2022.

1. **Name**

The name of the Corporation is Gulf Harbour Charitable Foundation, Inc. The Corporation's principal office (and mailing address) is located at 14500 River Vista Drive, Fort Myers, Florida 33908. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

2. **Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any United States Revenue Law (the "Revenue Laws"). In particular, the Corporation is organized to provide need-based grants to employees of Gulf Harbour Yacht & Country Club, Inc., who have temporary needs due to a natural disaster, health emergency or other unexpected life event.

In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and

operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

3. **Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

4. **No Membership**

The Corporation shall have no members.

5. **Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

6. **Incorporator**

The name and address of the incorporator of these Articles of Incorporation are: Patricia Buckingham, 11033 Harbour Yacht Court, #202, Fort Myers, Florida 33908.

7. **Officers**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by Bylaws adopted for the Corporation. Officers shall be elected by the Board of Directors in the manner set forth in Bylaws adopted for the Corporation; provided, however, the initial officers of the Corporation are:

President:	Patricia Buckingham 11033 Harbour Yacht Court, #202 Fort Myers, Florida 33908
Treasurer:	Joyce Timberlake 14726 Olde Millpond Court Fort Myers, Florida 33908
Secretary:	Gary Smithwick 6410 Griffin Boulevard Fort Myers, Florida 33908

8. Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The number of members of the Board of Directors shall be fixed as set forth in Bylaws adopted for the Corporation; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors. The first Board of Directors shall be composed of the following persons:

Joseph Borak
14391 Harbour Landing Drive, #C
Fort Myers, Florida 33908

Patricia Buckingham
11033 Harbour Yacht Court, #202
Fort Myers, Florida 33908

William Lambert
11261 Compass Pointe Drive
Fort Myers, Florida 33908

Gary Smithwick
6410 Griffin Boulevard
Fort Myers, Florida 33908

Joyce Timberlake
14726 Olde Millpond Court
Fort Myers, Florida 33908

9. Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 14500 Vista River Drive, Fort Myers, Florida 33908, and the name of the initial registered agent at such address is Gary Smithwick.

10. Bylaws

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

11. Amendments

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

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12. Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any members, trustees, officers, directors or any other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, trustees, officers, directors or any other private persons, and the private property of any members, trustees, officers, directors or any other private person shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not: fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

13. Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer, or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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 said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned executed these Amended and Restated Articles of Incorporation on December 20, 2022.

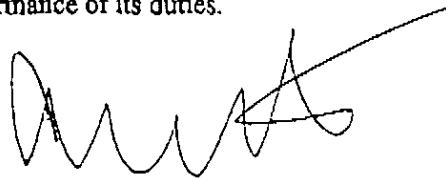
Gulf Harbour Charitable Foundation, Inc., a Florida
not for profit corporation

By: Patricia Buckingham
Patricia Buckingham, President

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Acceptance by Registered Agent

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and acknowledges it is familiar with and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Gary SmithwickDated: 12/28, 2022

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