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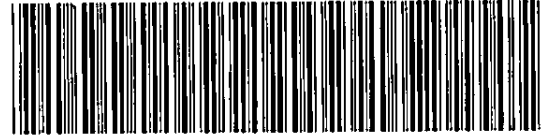
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13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WORTHINGTON COUNTRY CLUB CHARITABLE FOUNDATION, INC.

DOCUMENT NUMBER: N22000012836

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

GAYLE A. LANDEN

(Name of Contact Person)

WORTHINGTON COUNTRY CLUB

(Firm/ Company)

13550 WORTHINGTON WAY

(Address)

BONITA SPRINGS, FL 34135

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GAYLE A. LANDEN

(Name of Contact Person)

at 561 - 352 - 6289

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF INCORPORATION

OF

WORTHINGTON COUNTRY CLUB CHARITABLE FOUNDATION, INC.

A Florida Corporation Not-for-Profit

FILED

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I, the undersigned, acting as Incorporator of the Worthington Country Club Charitable Foundation, Inc. a corporation not for profit pursuant to the provisions of Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation is the Worthington Country Club Charitable Foundation, Inc. (hereinafter called "Corporation") a corporation not for profit.

ARTICLE II

PRINCIPAL OFFICE/RESIDENT AGENT

The principal office of the Corporation shall be located at 13550 Worthington Way, Bonita Springs, FL 34135-3476 and the mailing address shall be the same. The initial Resident Agent for the Corporation is Carol Ann Carney whose address is also 13550 Worthington Way, Bonita Springs, FL 34135-3476. The Resident Agent acknowledges acceptance for said appointment on the signature page at the conclusion of these Articles of Organization.

ARTICLE III

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such-purposes, the making of distributions to individuals and organizations that qualify as exempt organizations under section 501(c) 3 of the Internal Revenue Code, and corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III herein. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate to public office. The Corporation shall engage only in activities which shall generate income for the corporate purposes.

ARTICLE IV
MEMBERSHIP

The Corporation shall be organized on a non-stock basis and shall have no members.

ARTICLE V
INCORPORATOR

The names and addresses of the Incorporator of the Corporation is:

Gayle A. Landen
13240 Sherburne Circle, #1201
Bonita Springs, FL 34135

ARTICLE VI
BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of five (5) directors, and maximum of nine (9) directors at all times. Each member of the board of the Board of Directors shall be elected in the manner and for the terms specified in the Bylaws and shall hold office until their respective successors are duly elected and qualified. Membership on the Board of Directors shall be limited to record titleholders of real property located within the Worthington Country Club located in Bonita Springs, Florida. The affairs of the Corporation shall be managed by the Board of Directors, who shall elect Officers as follows: Chair, Vice Chair, Secretary and Treasurer, which Officers shall be provided for in the Bylaws. Each Officer shall be elected from time to time in accord with the Bylaws, and each Officer shall hold office in accord with the Bylaws.

The names and addresses of current Board of Directors and Officers until their successors are elected and qualified are as follows:

A. Directors:

Gayle A. Landen 13240 Sherburne Circle, #1201 Bonita Springs, FL 34135	Thomas Lebrefore 13041 Bridgeford Ave. Bonita Springs, FL 34135	Coral L. Rice 13121 Southampton Drive Bonita Springs, FL 34135
Joanne Riccardi 13209 Sherburne Circle, #302 Bonita Springs, FL 34135	Judith A. Williams 13260 Sherburne Circle, #2702 Bonita Springs, FL 34135	Carolyn Luomala 13240 Bridgeford Ave. Bonita Springs, FL 34135
Suzanne Crews 13251 Sherburne Circle, #2002 Bonita Springs, FL 34135	Amy Newell 13771 Tonbridge Ct. Bonita Springs, FL 34135	

B. Officers:

CHAIR Gayle A. Landen 13240 Sherburne Cir, #1201 Bonita Springs, FL 34135	VICE CHAIR Thomas Lebretoire 13041 Bridgeford Ave. Bonita Springs, FL 34135	SECRETARY Coral L. Rice 13121 Southampton Dr. Bonita Springs, FL 34135	TREASURER Judith A. Williams 13260 Sherburne Circle, #2702 Bonita Springs, FL 34135
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ARTICLE VII

AMENDMENTS

These Articles of Organization may be amended, altered, or rescinded, in whole or part, by a majority vote of the Board of Directors in accord with provisions of the Bylaws.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed for exclusive public use to one or more entities which themselves are exempt as organizations as described in Section 501(c) 3, 509 (a) 3 and 170 (c) 2 of the Internal Revenue Code of the United States or corresponding sections of said Code. Any such assets not so 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 for the purposes stated herein and to such entities that the Court shall determine to exist for the comparable purposes of this Corporation.

ARTICLE IX

BYLAWS

Bylaws for the conduct of the business of the Corporation and furtherance of its purpose shall be adopted by the Board of Directors at their initial meeting. The Board of Directors may amend or repeal, in whole or part, said Bylaws in accord with their provisions. The Bylaws, and any amendment thereto, shall be binding on all members of the Board of Directors and Officers of the Corporation.

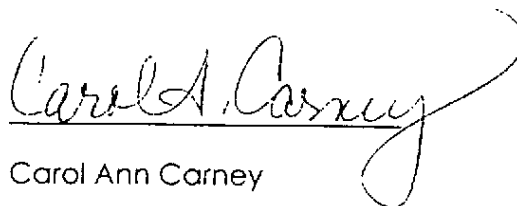
ARTICLE X

WARRANTIES

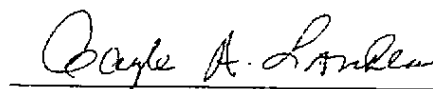
The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not make any investments in a manner as to subject it to tax under section

4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I, Carol Ann Carney, with a business address of 13550 Worthington Way, Bonita Springs, FL 34135-3476, having been named as Registered Agent of the Worthington Country Club Charitable Foundation, Inc. hereby state that I accept said appointment. executed this 27th day of October 2022.


Carol Ann Carney

I, Gayle A. Landen, as Incorporator of this Corporation, hereby acknowledge that these are true and accurate Articles of Organization of the Worthington Country Club Charitable Foundation, Inc., executed this 27th day of October 2022.


Gayle A. Landen

IN ARTICLE VI, BOARD OF DIRECTORS THE FIRST SENTENCE SHALL NOW
READ: THE POWERS OF THIS CORPORATION SHALL BE EXERCISED, ITS PROPERTIES
CONTROLLED AND AFFAIRS SUPERVISED BY A BOARD OF DIRECTORS, THE PRECISE
NUMBER OF WHICH SHALL BE SET BY THE BYLAWS OF THE CORPORATION,
PROVIDED THAT THERE SHALL BE A MINIMUM OF FIVE (5) DIRECTORS, AND
MAXIMUM OF NINE (9) DIRECTORS AT ALL TIMES.

ALSO, IN THE PREVIOUS FILING, THE SECRETARY OF STATE'S OFFICE MISSED
SOME OF THE ARTICLES. WE HAVE ATTACHED THE CORRECTE VERSION OF
THE ARTICLES OF INCORPORATION WITH THE FOLLOWING SECTIONS:

ARTICLE I: CORPORATE NAME ARTICLE II: PRINCIPAL OFFICE/RESIDENT
AGENT ARTICLE III: PURPOSE ARTICLE IV: MEMBERSHIP
ARTICLE V: INCORPORATOR ARTICLE VI: BOARD OF DIRECTORS
ARTICLE VII: AMENDMENTS ARTICLE VIII: DISTRIBUTION OF ASSETS
UPON DISSOLUTION ARTICLE IX: BYLAWS ARTICLE X: WARRANTIES

The date of each amendment(s) adoption: 2/8/24, if other than the
date this document was signed.

Effective date if applicable: _____
(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.

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	PT	John Doe
<input type="checkbox"/> Remove	V	Mike Jones
<input type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	T	JUDITH A. WILLIAMS	13260 SHERBURNE CIRCLE #2702 BONITA SPRINGS, FL 34135
2) <input type="checkbox"/> Change <input type="checkbox"/> Add		ALFRED D. ZINNO	13761 TONBRIDGE CT. BONITA SPRINGS, FL 34135
3) <input checked="" type="checkbox"/> Remove <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove		SUZANNE CREWS	13251 SHERBURNE CIRCLE #2002 BONITA SPRINGS, FL 34135
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove		AMY NEWELL	13771 TONBRIDGE CT. BONITA SPRINGS, FL 34135
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

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

☒ 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 5/10/24

Signature Gayle A. Landen

(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)

GAYLE A. LANDEN
(Typed or printed name of person signing)

CHAIR
(Title of person signing)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 10, 2024

GAYLW INSWN
13550 WIRTHINGTON WAY
BONITA SPRINGS, FL 34135

SUBJECT: WORTHINGTON COUNTRY CLUB CHARITABLE FOUNDATION,
INC.

Ref. Number: N22000012836

We have received your document for WORTHINGTON COUNTRY CLUB CHARITABLE FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please choose only one document to file in our office.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 624A00012496