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Florida Department of State

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**FLORIDA PROFIT/NON PROFIT CORPORATION
ROYAL PALM GOLF CLUB FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
ROYAL PALM GOLF CLUB FOUNDATION, INC.,
a Florida Not-For-Profit Corporation**

Pursuant to Section 617.0202, Florida Statutes, ROYAL PALM GOLF CLUB FOUNDATION, INC., a Florida not-for-profit corporation, certifies that:

1. The name of the corporation is ROYAL PALM GOLF CLUB FOUNDATION, INC.
2. The Articles of Incorporation of the Corporation are to read as follows:

**ARTICLE I.
CORPORATION NAME AND ADDRESS**

The name of the corporation is ROYAL PALM GOLF CLUB FOUNDATION, INC.. The Club's principal office is located at 405 FOREST HILLS BLVD., NAPLES, FLORIDA 34113, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II.
OBJECT AND PURPOSE**

The object and purpose of Royal Palm Golf Club Foundation, Inc. (The Club) shall be to encourage the sport of golf, support scholarships and education, and to provide general support for worthy community charitable activities; to promote the social welfare of the community at large; and to hold title to real and personal property for the benefit of The Club. The Corporation is organized and shall be operated for one or more purposes which will permit the Corporation to qualify as an organization exempt from Federal income taxation pursuant to Section 501(c)(7) of the Internal Revenue Code. The Corporation is organized for educational, pleasure, recreation, health and other nonprofitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any Member.

**ARTICLE III
DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV.
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profits for its benefit or the benefit of any member. No part of any net earnings of the Club will inure to the benefit of any member of the Club, member of the Board of Directors, officer of the Club, any private shareholder or any other private

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individual, and as such they will have no interest in or title to any of the Club's property or assets. Nothing in these Articles of Incorporation prohibits the Club from reimbursing the members of the Board of Directors and officers of the Club for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE V. CAPITAL STOCK

The Club will have no capital stock, and will be composed of members rather than shareholders, as further described in the Bylaws of the Club.

ARTICLE VI. QUALIFICATIONS OF MEMBERSHIP

The classifications, qualifications, characteristics, rights, privileges, limitations and obligations of membership, and the manner of admission will be as set forth in the Bylaws of the Club.

ARTICLE VII. VOTING RIGHTS

The Members of the Club will have the voting rights that are set forth in the Bylaws of the Club.

ARTICLE IX. BOARD OF DIRECTORS

The members of the Club will be entitled to elect the members of the Board of Directors, as provided in the Bylaws of the Club.

ARTICLE X. INDEMNIFICATION

Each person who serves at any time hereafter as a member of the Board of Directors or as an officer of the Club will be indemnified and held harmless by the Club from and against any and all claims and liabilities to which such person becomes subject by reason of his or her having been, or hereafter being, a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as a member of the Board of Directors or officer of the Club. To the fullest extent permitted by applicable Florida law, the Club will reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability.

ARTICLE XI. DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, will be distributed, as permitted by applicable Florida law and a court having jurisdiction among the holders of the equity memberships of the Club in proportion to the value of their equity memberships at that time.

ARTICLE XII. TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the bylaws of the Club. A member who has been expelled from the Club must surrender his or her membership certificate to the Club in accordance with the procedure set forth in the bylaws of the Club.

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ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office for the Club is 620 Augusta Boulevard, Naples, FL 34113, and the name of its registered agent at that address is Mark R. Shaw.

The Registered Agent hereby accepts the designation: x Mark R. Shaw

The President of the Corporation has executed these Amended and Restated Articles of Incorporation this 29th day of SEPTEMBER, 2023.

ROYAL PALM GOLF CLUB FOUNDATION, INC.,
a Florida Not-For-Profit Corporation

By: Mark R. Shaw
Name: MARK R. SHAW
Title: PRESIDENT

Attested:

By: Christopher F. Daley
Name: Christopher Daley
Title: Secretary

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