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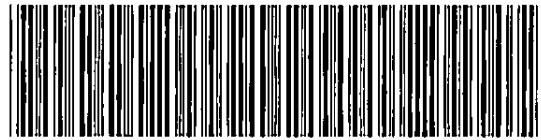
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VARNUM

Bridgewater Place | Post Office Box 352
Grand Rapids, Michigan 49501-0352
Telephone 616 / 336-6000 | Fax 616 / 336-7000 | www.varnumlaw.com

Kari L. Petersen
Enrolled Agent / Paralegal

Direct 616 / 336-6612
klpetersen@varnumlaw.com

June 14, 2024

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Esplanade Makes a Difference, Inc.

To Whom It May Concern:

Enclosed please find two copies of the Articles of Incorporation of Esplanade Makes a Difference, Inc. and a check for \$70.00 for the filing fee. Please file and return the filing endorsement to me in the enclosed business reply envelope or at klpetersen@varnumlaw.com. Thank you for your assistance with this matter.

Very truly yours,

VARNUM



Kari L. Petersen

Enclosures
25727652.1

2024 JUN 21 PM 12:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
ESPLANADE MAKES A DIFFERENCE, INC.

Pursuant to the provisions of Chapter 617, F.S., the undersigned incorporator executes the following Articles:

ARTICLE I
NAME

The name of the corporation is Esplanade Makes a Difference, Inc.

ARTICLE II
PRINCIPAL OFFICE

Principal Street Address:
8910 Torre Vista Lane
Naples, FL 34119

Mailing Address:
Same as principal street address.

ARTICLE III
PURPOSE

The corporation is organized and will operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its accompanying regulations. Subject to and in furtherance of the foregoing, the purpose of the corporation is to make educational scholarships to qualified students attending or planning to attend institutions of higher learning in the state of Florida, to engage in charitable programs and activities in or around the greater Naples, Florida area, and to develop and implement programs and activities related to the foregoing.

ARTICLE IV
MANNER OF ELECTION

The Directors of the corporation shall be appointed by the Esplanade Golf & Country Club, a Florida nonprofit corporation, at the annual meeting of the corporation, as described in the corporation's Bylaws.

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ESPLANADE MAKES A DIFFERENCE, INC.
INCORPORATED IN FLORIDA

ARTICLE V
REGISTERED AGENT

The name and street address of the registered agent is:

Esplanade Golf & Country Club of Naples, Inc.
8910 Torre Vista Lane
Naples, FL 34119

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is as follows:

Kathleen Sharpe
8910 Torre Vista Lane
Naples, FL 34119

ARTICLE VII
MEMBERSHIP

The corporation shall be organized on a membership basis. The rights and prerogatives of the member(s) shall be as set forth in the Bylaws.

ARTICLE VIII

8.1 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 for one or more of its purposes), and 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 on dissolution of the corporation. 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 by publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

8.2 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding provisions of any subsequent federal tax laws.

8.3 Upon the dissolution of the corporation or the winding up of its affairs, the corporation's assets shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 170(c)(2) or Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, as determined by the corporation's Board of Directors.

ARTICLE IX
PRIVATE FOUNDATION RULES

The provisions contained in paragraphs 9.1 through 9.5, inclusive, shall apply if, and only if, the corporation is determined to be a private foundation within the meaning of the federal tax laws.

9.1 The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

9.2 The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

9.3 The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

9.4 The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

9.5 The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify to the fullest extent authorized or permitted by Florida law any person, and his or her estate and personal representatives, who has made or threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because such person is or was a director, officer, or employee of the corporation or serves or served any other enterprise at the request of the corporation.

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**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended only by action of the members of the corporation.

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Kathleen Shyne Treasurer
Signature of Registered Agent

3/19/24
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in the document to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.

Kathleen Shyne
Signature of Incorporator

3/19/24
Date

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