

# N33763

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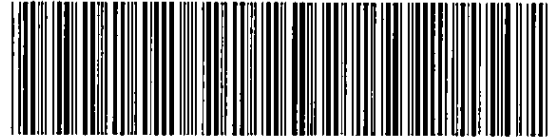
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** World Golf Foundation, Inc.

**DOCUMENT NUMBER:** N33763

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

Please return all correspondence concerning this matter to the following:

Lorrie Todd

(Name of Contact Person)

(Firm/ Company)

1 PGA TOUR Blvd.

(Address)

Ponte Vedra Beach, FL 32082

(City/ State and Zip Code)

lorrietodd@pgatourhq.com

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

For further information concerning this matter, please call:

Lorrie Todd

904

280-2472

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**of**  
**WORLD GOLF FOUNDATION, INC.**

**ARTICLE I**

**Name; Officers; Corporate Seal**

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CLERK OF STATE  
TALLAHASSEE, FL

1.01 Name. The name of the corporation is World Golf Foundation, Inc. (the “**Corporation**”). It is a Florida non-profit Corporation.

1.02 Offices. The Corporation shall maintain its principal office in the state of Florida at 13000 Sawgrass Village Circle, Building 4, Ponte Vedra Beach, FL, 32082 or at such other place in the state of Florida. The Articles of Incorporation of the Corporation as filed on September 2, 1993 (the “**1993 Articles**”), as amended by that certain Articles of Amendment dated April 30, 1997 (the “**First Amendment**”), and as further amended by that certain Articles of Amendment dated June 4, 2019 (the “**Second Amendment**”) (the 1993 Articles, together with the First Amendment and Second Amendment collectively, the “**Prior Articles**”) are hereby amended and restated in their entirety, to read as set forth in Articles FIRST through NINTH below, to effect the following changes:

1. To change the charitable and educational purpose of the Corporation; and
2. To change the number and categories of the board of directors of the Corporation (the “**Board**”);

The Amended and Restated Articles of Incorporation of the Corporation as set forth below were duly adopted by Unanimous Written Consent of the Board dated April 10, 2024, all amendments included in such Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the Prior Articles and the Amended and Restated Articles set forth below, other than the inclusion of amendments adopted pursuant to Section 617.1007(4), Florida Statutes, and the omission of matters of historical interest.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORLD GOLF FOUNDATION, INC.

A Florida Non-Profit Corporation

FIRST: The name of the corporation is World Golf Foundation, Inc.

SECOND: The duration of this corporation is perpetual.

THIRD: This is a non-profit corporation organized solely for general charitable and educational purposes pursuant to the Florida Not For Profit Corporation Act to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under the Code. Such purposes shall include but not be limited to such charitable and educational purposes, without regard to race, color, creed, gender, age, national or ethnic origin or disability, as follows:

- (a) To render voluntary support and assistance by means of contributions and grants to exempt organizations established to diversify the sport of golf and support environmental and sustainability initiatives;
- (b) To provide and pursue ways and means, not prohibited by law, to solicit and receive money and property for the foregoing purposes and to receive and accept for the foregoing purposes gifts, donations, bequests and devises of money and property; and
- (c) To do all and everything necessary, suitable, useful, or proper for the accomplishment of any of the purposes hereinbefore set forth.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

FIFTH: In the event that in any year the corporation shall be a private foundation as that term is defined in Section 509 of the Internal Revenue Code of 1986, as amended,

(a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or 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 corresponding section of any future federal tax code;

(c) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code; and

(d) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SIXTH: The principal office of the corporation is to be located at 13000 Sawgrass Village Circle, Building 4, Ponte Vedra Beach, FL, 32082, or such other place as the directors may determine. The name of the registered agent at such address is Diane M. Tetsworth.

SEVENTH: The Board of Directors shall consist of: Joseph W. Monahan, IV, Seth Waugh, Michael Whan and Mollie Marcoux Samman.

EIGHTH: The names and addresses of the Board of Directors, who, subject to the provisions of these Amended and Restated Articles of Incorporation, the Amended and Restated Bylaws, and the laws of the state of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Name	Address
Joseph W. Monahan, IV	13000 Sawgrass Village Circle, Building 4, Ponte Vedra Beach, FL, 32082
Seth Waugh	13000 Sawgrass Village Circle, Building 4,

Michael Whan

13000 Sawgrass Village Circle, Building 4,  
Ponte Vedra Beach, FL, 32082

Mollie Marcoux Samman

13000 Sawgrass Village Circle, Building 4,  
Ponte Vedra Beach, FL, 32082

NINTH: upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for exempt purposes or to such organization or organizations (which are organized and operated exclusively for such purposes), as said court shall determine.

IN WITNESS WHEREOF, WORLD GOLF FOUNDATION, INC. has caused these Amended and Restated Articles of Incorporation to be executed in its name by its Chief Executive Officer and Secretary this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

WORLD GOLF FOUNDATION, INC.

By: \_\_\_\_\_

Gregory T. McLaughlin  
Chief Executive Officer

By: \_\_\_\_\_

Diane M. Tetsworth  
Senior Vice President – Finance,  
Secretary

STATE OF FLORIDA )

) SS.

COUNTY OF ST. JOHNS )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ of \_\_\_\_\_ by \_\_\_\_\_, \_\_\_\_\_ of World Golf Foundation, Inc., a Florida non-profit corporation, on behalf of the corporation. He is personally known to me.



\_\_\_\_\_  
Notary Public

6/24/2024  
My Commission Expires