

N44440
Nathaniel L. Barone, Jr.

Attorney at Law

P.O. Box 430753
South Miami, Florida 33243

Telephone: 305-443-8868
Facsimile: 305-274-4084

October 7, 2002

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

600008305336--7
-10/10/02--01042--010
*****43.75 *****43.75


Re: Articles of Amendment
The Country Club of Coral Gables Foundation, Inc.
N 4 4 4 4 0

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of "The Country Club of Coral Gables Foundation, Inc.", together with a money order in the amount of \$43.75 for filing and one certified copy.

In the event there are questions, you may reach me at the telephone number shown above.

Sincerely,


Nathaniel L. Barone, Jr.

FILED
02 OCT 10 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NLB/lb

cc: Allan Heard, Chairman Board of Trustees

Amend

T BROWN OCT 14 2002

cc
4

FILED
02 OCT 10 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE COUNTRY CLUB OF CORAL GABLES FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)

N 4 4 4 4 0

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted: (Indicate Article Number(s) being amended, added or deleted.)

The entire Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I
NAME

The name of the corporation shall be THE COUNTRY CLUB OF CORAL GABLES FOUNDATION, INC.

ARTICLE II
PURPOSES & POWERS

Section 1. Purposes.

a. The general purpose of the Corporation is to receive and administer funds and property for governmental, educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 , as amended.

b. The following are the more specific purposes of the Corporation:

(i) To preserve and/or restore the Country Club of Coral Gables or other historic buildings/structures owned by the City of Coral Gables, Fl, provided they are occupied/operated on a not-for-profit basis.

(ii) To promote the knowledge of and appreciation for the historic importance of the Country Club of Coral Gables among the citizens of Coral Gables and Miami-Dade County.

(iii) To assist the City of Coral Gables, Florida and other tax exempt agencies and organizations, both public and private, in the formulation of plans and programs for the reconstruction, restoration and preservation of historic buildings/structures in the City of Coral Gables, Florida.

Section 2. Powers

a. The Corporation's purposes as herein stated shall be carried out by its Board of Trustees in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended. To this end the Corporation shall have the following powers:

(i) To own, acquire, sell, convey, exchange, lease, mortgage, encumber transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To solicit and receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency, or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

b. Notwithstanding any power granted to this Corporation by its charter, By-Laws or by the law of the State of Florida, the following shall apply:

(i) No part of the net earnings of the Corporation shall enure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit enures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, trustee, 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.

(ii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provisions of these articles, 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 of 1954, as amended, or by an organization, contributions to which are deductible under Section 170 (c) (2), or 2055 (a) if the Internal Revenue Code of 1954, as amended.

ARTICLE III **MEMBERS**

The Corporation shall have no members.

ARTICLE IV **TERM OF CORPORATE EXISTENCE**

The existence of this Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V **REGISTERED AGENT AND REGISTERED OFFICE**

The principal office for this corporation shall be in the State of Florida.

ARTICLE VI
OFFICERS

a. The Corporation shall have a Chairman, a Vice-Chairman, a Secretary and a Treasurer, and it may have additional and assistant officers including without limitation thereto, An Assistant Secretary and an Assistant Treasurer. A person may hold more than one office except that the Chairman may not also be the Secretary or Assistant Secretary.

b. The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by the Board of Trustees and shall hold office for a two year term. Following each election, the Chairman shall appoint the Assistant Secretary and Assistant Treasurer if such are deemed necessary by the Chairman.

ARTICLE VII.
BOARD OF TRUSTEES

a. The affairs and business of the corporation shall be conducted by a Board of Trustees consisting of eleven (11) voting members, or such number as determined by the by-laws of the corporation.

b. Each member of the Board of Trustees shall serve for a four year term.

c. In the event of a vacancy on the Board of Trustees by reason of death, resignation, removal or otherwise, the surviving members of the Board of Trustees shall be authorized to fill such vacancy.

ARTICLE VIII.
BY-LAWS

The Board of Trustees shall adopt By-Laws for the Corporation and they may be amended, altered, or repealed by the Trustees.

ARTICLE IX.
AMENDMENT

These Articles of Incorporation may be amended by consent of two-thirds of the Corporation's then serving Board of Trustees in any manner which does not contravene the purposes of the Corporation as set out in these Articles of Incorporation, would not adversely affect its status as an organization qualifying under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

ARTICLE X.
INDEMNIFICATION OF TRUSTEES AND OFFICERS

a. The Corporation hereby indemnifies any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

(i) Whether civil, criminal, administrative, or investigative, other than one by and in the right of the Corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgement, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgement in its favor by reason of his being or having been a Trustee or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership,

joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

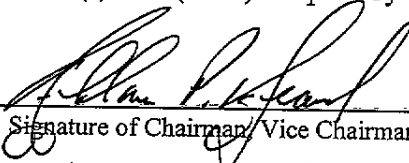
b. The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding.

c. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

SECOND: The date of adoption of the amendment(s) was: October 6, 2002

THIRD: Adoption of Amendment(s) (*Check One*)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of trustees.



Signature of Chairman, Vice Chairman, President or other officer

ALLAN P. HEARD

Typed or printed name

CHAIRMAN, BOARD of TRUSTEES, 6 Oct '02

Title

Date

The Country Club of Coral Gables Foundation, Inc.