

N94000003317

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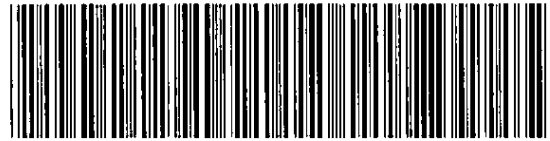
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Professional Caddies Assistance Foundation, Inc.

DOCUMENT NUMBER: N94000003317

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

Please return all correspondence concerning this matter to the following:

Lorrie Todd

(Name of Contact Person)

PGA TOUR, Inc.

(Firm/Company)

1 PGA TOUR Blvd.

(Address)

Ponte Vedra Beach, FL 32082

(City/State and Zip Code)

For further information concerning this matter, please call:

Lorrie Todd

at (904)

280-2472

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
Professional Caddies Assistance Foundation, Inc.

SECOND: The document number of the corporation (if known): N94000003317

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted

_____. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was October 1, 2023.

The number of directors in office was ⁴ and the vote for resolution was ⁴ for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: October 4, 2023
(no more than 90 days after dissolution 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.

Signature: _____

(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)

Leonard D. Brown, Jr.

(Typed or printed name of person signing)

Vice President

(Title of person signing)

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
PROFESSIONAL CADDIES ASSISTANCE FOUNDATION, INC.**

The undersigned, being the Board of Directors ("**Board**") of PGA TOUR Professional Caddies Assistance Foundation, Inc., a Florida corporation (the "**Corporation**"), acting by written consent without a meeting pursuant to Section, 617.0821 of the Florida Business Corporation Act (the "**Act**"), adopts the following resolutions to dissolve the Corporation and directs that this Unanimous Written Consent be filed with the minutes of the Board of the Corporation.

WHEREAS, the Act requires approval of the dissolution of the Corporation by the written consent of the members of the Board of Directors holding at least a majority of all of the votes entitled to be cast; and

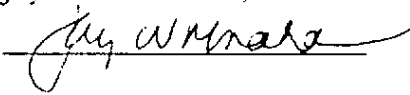
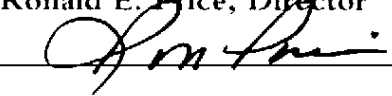

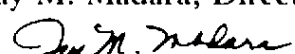
WHEREAS, the undersigned members of the Board deem it advisable and in the best interests of the Corporation that the Corporation be dissolved in accordance with the terms of the Plan of Dissolution attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED THAT, that the undersigned authorize the dissolution of the Corporation according to the Plan.

BE IT FURTHER RESOLVED THAT, that the officers and directors of the Corporation are authorized and directed to, in accordance with the terms of the Plan, carry out the dissolution and winding up of the Corporation, including preparing and filing articles of dissolution; donating any, all, or substantially all of the Corporation's assets to PGA TOUR Charities, Inc.; making adequate provision, by payment or otherwise, for all of the Corporation's existing and reasonably foreseeable debts, liabilities, and obligations; and taking any other actions that are deemed necessary, appropriate, or desirable to implement the intended dissolution and winding up of the Corporation according to the Plan.

The undersigned directs that an executed copy of this Unanimous Written Consent shall be filed with the minutes of the proceedings of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent as of October 4, 2023

<div>Jay W. Monahan, Director</div> <div></div>	<div>Ronald E. Price, Director</div> <div></div>
<div>Leonard D. Brown, Jr., Director</div> <div></div>	<div>Jay M. Madara, Director</div> <div></div>

PLAN OF DISSOLUTION OF PROFESSIONAL CADDIES ASSISTANCE FOUNDATION, INC.

THIS PLAN OF DISSOLUTION (this "**Plan**"), dated as of October 4, 2023, (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of Professional Caddies Assistance Foundation, Inc., a Florida corporation (the "**Corporation**"), in accordance with the Florida Business Corporation Act (the "**Act**").

1. **APPROVAL AND ADOPTION OF PLAN.** The members of the Board of Directors of the Corporation took action by unanimous written consent in lieu of a meeting on October 1, 2023, (the "**Adoption Date**"), and a majority of all the votes entitled to be cast approved the dissolution of the Corporation and adopted this Plan.

2. **GENERAL AUTHORIZATION.** The Directors are authorized, as of the Adoption Date, without further action, to do and perform or cause the officers of the Corporation (the "**Officers**"), to do and perform any and all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, to implement the winding up of the business and affairs of the Corporation according to this Plan, including, but not limited to:

- a. Collecting all assets.
- b. Donating any, all, or substantially all of the assets of the Corporation to PGA TOUR Charities, Inc.
- c. Paying all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation.
- d. Satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation, whether by payment or by making adequate provisions for payments.
- e. Prosecuting and defending actions or proceedings by or against the Corporation.
- f. Filing all final tax returns or other forms, making final payments, and closing any tax accounts or other obligations required by any state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing Internal Revenue Service ("**IRS**") Form 990-N with the IRS and the articles of dissolution with the Florida Department of State, Division of Corporations ("**DOS**").

3. **ARTICLES OF DISSOLUTION AND EFFECTIVE DATE.** On or after the Adoption Date, the Corporation shall prepare and file articles of dissolution with the DOS in accordance with the Act. The Corporation shall be dissolved on the date the articles of dissolution are filed with the DOS unless the articles of dissolution specify a later effective date in accordance with the Act (the "**Effective Date**").

4. **CESSATION OF BUSINESS ACTIVITIES.** The Corporation shall cease carrying on its business after the Effective Date except as necessary to wind up its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out these activities.

5. **KNOWN CLAIMS NOTICE AND SETTLEMENT.** The Corporation has elected not to incur the costs and obligations that are required to follow the accelerated claims procedures under Section 1406 of the Act for known claims, including contingent, conditional, or unmatured claims. The Corporation will instead follow the default settlement procedures of Section 1406 of the Act, including paying, or making provision to pay, in full, all known claims and obligations of the Corporation, including contingent, conditional, or unmatured claims and claims where the identity of the claimant is unknown.

6. **NO UNKNOWN CLAIMS NOTICE.** The Corporation has elected not to incur the costs and obligations necessary to employ the optional notice procedures under Section 1407 of the Act for unknown claims.

7. **PLAN OF DISTRIBUTION.**

a. On and after the Effective Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan and the Act. This action by and on behalf of the Corporation does not require further approval by the Board of Directors and may include efforts such as:

i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Director, a member, or an employee; and

ii. Donating all of the Corporation's net assets to PGA TOUR Charities, Inc.

b. On and after the Effective Date, the Corporation shall make adequate provision, by payment or otherwise, for the Corporation's known claims as provided by Section 5 of this Plan.

c. The Corporation shall distribute all remaining assets, either in cash or in kind, to PGA TOUR Charities, Inc. Distributions to PGA TOUR Charities, Inc., will be made only as permitted and in the manner required by the Act.

d. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed but Corporation will complete such distributions by the end of the calendar year 2023. Distributions pursuant to this Plan or any other requirements of the Act may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.

8. **FILING OF TAX FORMS.** The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall timely file:

a. Applicable Form 990 services with the IRS.

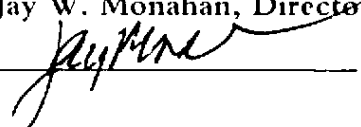
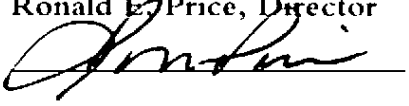
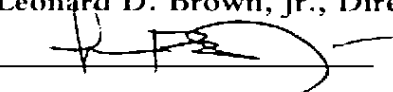

b. Tax or other filings as required, with the IRS, the State of Florida, or any other state in which the Corporation transacts business such as sales tax, payroll tax, workers' compensation, unemployment, or franchise tax.

9. **INDEMNIFICATION.** The Corporation shall continue to indemnify its Officers,

and omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation.

IN WITNESS WHEREOF, the Corporation has approved dissolution and adopted this Plan as of the Adoption Date.

Date: October 4, 2023

Jay W. Monahan, Director 	Ronald E. Price, Director 
Leonard D. Brown, Jr., Director 	Jay M. Madara, Director 

FILED
2023 OCT 12 PM 12:00
TALLAHASSEE, FL
CLERK OF COURT