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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ISLAND COUNTRY CLUB CHARITABLE FOUNDATION,  
INC.**

Certificate of Status	0
Certified Copy	1
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THE UNDERSIGNED, being the duly elected and acting Chairman and Chief Executive Officer of Island Country Club Charitable Foundation, Inc., a Florida corporation not for profit ("Corporation"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" contain amendments to the Articles of Incorporation requiring approval from the Corporation's Board of Directors. The Amended and Restated Articles do not contain amendments requiring approval from the Corporation's members.

2. The Corporation's Board of Directors approved the Amended and Restated Articles of Incorporation at its duly called and noticed meeting held on December 17, 2019, at which a quorum was present.

3. The number of votes cast by the Corporation's Board of Directors at the Board of Directors' meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.

ISLAND COUNTRY CLUB CHARITABLE  
FOUNDATION, INC. (SEAL)

By: Gary Landis  
Gary Landis, Chairman and Chief  
Executive Officer

# EXHIBIT " A "

2.25. -C 11:31

## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ISLAND COUNTRY CLUB CHARITABLE FOUNDATION, INC., a Florida corporation not for profit

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Island Country Club Charitable Foundation, Inc., a Florida corporation not for profit, as amended to date, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

### ARTICLE I

#### NAME

The name of the corporation is Island Country Club Charitable Foundation, Inc. ("Corporation").

### ARTICLE II

#### STREET AND MAILING ADDRESS

The Corporation's street and mailing address is 500 Nassau Court, Marco Island, FL 34145.

### ARTICLE III

#### PURPOSE

The Corporation is a corporation not for profit. The purpose for which the Corporation is organized is to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent federal tax laws.

### ARTICLE IV

#### MANNER OF ELECTION OF DIRECTORS

The number of Directors and the manner in which they shall be elected or appointed is set forth in the Corporation's Bylaws. Directors shall have no right, title or interest in the Corporation's income, property or assets, nor shall any portion of the Corporation's income, property or assets be distributed to any Director on the dissolution of the winding up of the Corporation. Directors shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

## ARTICLE V

### MEMBERS

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the Corporation's members, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members is set forth in the Bylaws. The Board of Directors shall have sole voting power on all corporate matters. The members shall have no right, title or interest in the Corporation's income, property or assets, nor shall any portion of the Corporation's income, property or assets be distributed to any member on the dissolution or winding up of the Corporation. Members shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

## ARTICLE VI

### REGISTERED AGENT AND STREET ADDRESS

The Corporation's registered agent shall be Steven M. Falk, Esq., Falk Law Firm, P.A., 7400 Tamiami Trail North, Suite 103, Naples, FL 34108.

## ARTICLE VII

### INDEMNIFICATION

The Corporation shall indemnify any officer, Director and/or member, or any former officer, Director and/or member, to the full extent of the law.

## ARTICLE VIII

### DEDICATION OF ASSETS

The Corporation's property is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of, or be distributed to, any Director, officer or member, or to the benefit of any private individual, 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 activities set forth in Article III hereof. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1986, as amended, or the corresponding provisions of any subsequent federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code.

ARTICLE IX

DISTRIBUTION OF ASSETS

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt statute under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended, repealed or added to and restated by resolution of a majority of the Board of Directors.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and Chief Executive Officer has executed these Amended and Restated Articles of Incorporation on the day and year set forth below.

ISLAND COUNTRY CLUB CHARITABLE FOUNDATION, INC.,  
a Florida corporation not for profit

Gary D. Landis

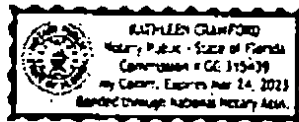
Gary Landis, Chairman/Chief Executive Officer

Wes Blackwell  
Wes Blackwell, Chairman Emeritus

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of January, 2020, by Gary Landis, Chairman and Chief Executive Officer of the Board of Directors of Island Country Club Charitable Foundation, Inc., who acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed. He is ( ☒ ) personally known to me or produced \_\_\_\_\_ as identification.

(SEAL)



Kathleen Crawford

Notary Public, State of Florida

KATHLEEN CRAWFORD

Printed Name of Notary Public

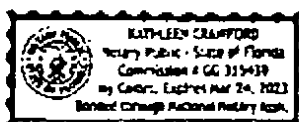
Serial Number: GG315439

My Commission expires: 03/24/2023

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of January, 2020, by Wes Blackwell, Chairman Emeritus of the Board of Directors of Island Country Club Charitable Foundation, Inc., who acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed. He is ( ☒ ) personally known to me or produced \_\_\_\_\_ as identification.

(SEAL)



Kathleen Crawford

Notary Public, State of Florida

KATHLEEN CRAWFORD

Printed Name of Notary Public

Serial Number: GG315439

My Commission expires: 03/24/2023