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**ARTICLES OF AMENDMENT AND RESTATEMENT**  
*of the*  
**ARTICLES OF INCORPORATION**  
*of*  
**JACKSONVILLE AREA GOLF ASSOCIATION, INC.**  
**(A NOT-FOR-PROFIT CORPORATION)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Jacksonville Area Golf Association, Inc., a Florida not for profit corporation (the "*Corporation*"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation (the "*Amended and Restated Articles*") are set forth in **EXHIBIT A**.

**SECOND:** The Amended and Restated Articles were adopted as of January 8, 2020;

**THIRD:** The Amended and Restated Articles were adopted by consent of the majority of the Board of Directors of the Corporation.

Signed this 23<sup>rd</sup> day of January, 2020.

JACKSONVILLE AREA GOLF ASSOCIATION, INC.,  
a Florida not for profit corporation

By: 

Randal P. Nader, President

H20000040902 3

H20000040902 3

2

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
*of*  
**JACKSONVILLE AREA GOLF ASSOCIATION, INC.**  
**(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I**  
**NAME**

The name of this corporation is Jacksonville Area Golf Association, Inc. (the "*Corporation*").

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 830-13 A1A North, Box 158, Ponte Vedra Beach, Florida 32082.

**ARTICLE III**  
**PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding the generality of the foregoing, the Corporation intends to focus its efforts on: (a) encouraging and promoting youth amateur golf, through related public instructional, educational and competitive activities; (b) further promoting interest and participation in amateur golf in the Jacksonville, Florida area, through public instructional, educational and competitive activities, to the benefit of the economy and quality of life of such area; (c) promoting cooperation among its members for the foregoing purposes (and in accordance with current rules of amateur golf as set by the United States Golf Association); and (d) encouraging, raising and directing funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, as provided above, including those providing youth scholarships and educational opportunities.

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H20000040902 3

#### **ARTICLE IV POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 III of these Amended and Restated Articles of Incorporation; and

(c) 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.

#### **ARTICLE V MEMBERS**

This Corporation shall have members and the membership shall be as set forth in the corporation's bylaws.

#### **ARTICLE VI BOARD OF DIRECTORS**

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(b) All currently serving Directors of the Corporation shall continue to so serve as of the filing hereof, pursuant to the Bylaws of the Corporation, and the number of

H20000040902 3

Directors as of the date hereof shall reflect the number so-serving. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than twenty (20).

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

(d) The names and addresses of the members of the Board of Directors shall be set forth in the records of the Corporation. The names and addresses of each director are on file with the corporation.

#### **ARTICLE VII OFFICERS**

(a) The officers of the Corporation shall be a President, Vice President - Administration, Vice President - Tournaments, Treasurer, and Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the officers of the Corporation are as follows:

Randal P. Nader	President
Jeff Adams	Vice President - Administration
Carey Helton	Vice President - Tournaments
William H. Walker	Treasurer
Larry Stark	Secretary

#### **ARTICLE VIII REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 830-13 A1A North, Box 158, Ponte Vedra Beach, Florida 32082; the name of the registered agent of the Corporation at that address is William H. Walker.

#### **ARTICLE IX DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. Corporate existence commenced on the date the Articles of Incorporation were filed by the Department of State of the State of Florida and these Amended and Restated Articles of Incorporation of the Corporation shall commence upon filing by the Department of State.

H20000040902 3

## **ARTICLE X BYLAWS**

(a) The Board of Directors may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Amended and Restated Articles of Incorporation.

(b) The Bylaws may be amended, altered or rescinded by vote of members of the Board of Directors as further provided in the Bylaws.

## **ARTICLE XI AMENDMENTS**

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by two-thirds (2/3) vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Amended and Restated Articles of Incorporation.

## **ARTICLE XII CORPORATE LIQUIDATION AND DISSOLUTION**

The Corporation shall be dissolved by action of the Members and Directors as set forth in the Bylaws of the Corporation. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Corporation.

H20000040902 3

**ARTICLE XIII**  
**LIMITATIONS ON CORPORATE POWER**

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE XIV**  
**INDEMNIFICATION**

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Amended and Restated Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

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H20000040902 3

IN WITNESS WHEREOF, I, the undersigned has made, signed and hereby acknowledged these Articles of Amendment and Restatement of the Articles of Incorporation this 23 day of January 2020, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



Randal P. Nader, President

H20000040902 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That Jacksonville Area Golf Association, Inc. has named William Walker, located at 830-13 A1A North, Box 158, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT BY REGISTERED AGENT:**

Having been named to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Act relative to keeping open such office.

Date: January 28 2020

  
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William H. Walker, Registered Agent