

RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
WYCLIFFE CHARITIES FOUNDATION, INC.

as of March 18, 2025

ARTICLE I

Name

The name of the corporation shall be WYCLIFFE CHARITIES FOUNDATION, INC. (the Foundation). Its principal office shall be 4650 Wycliffe Country Club Boulevard, Wellington, Florida 33449, or at such other place as may be designated from time to time by the Board Of Governors.

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles of Incorporation; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose and Powers

The purposes of the Foundation are: A. to raise and distribute funds to fire, police, health, welfare and educational institutions that are: (1) tax exempt (a) pursuant to Section 501(c)(3) of the Internal Revenue Code; or (b) as a governmental agency operating solely for public purpose, and (2) which utilize any grants made by the Foundation exclusively in Palm Beach County, Florida; and B. to encourage and facilitate volunteerism by members of Wycliffe Golf and Country Club at charities supported by grants from the Foundation.

ARTICLE IV

Prohibition Against Distribution of Income

The Foundation is one which does not permit pecuniary gain or profit. No part of any net earnings of the Foundation shall inure to the benefit of any member, Governor or officer. Nothing herein contained shall prohibit the Foundation from reimbursing its Governors for all expenses reasonably incurred in the outlay of funds for approved expenses related directly to the raising of funds.

ARTICLE V

Capital Stock

The Foundation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI

Liability for Debts

Neither the members nor the Governors or officers of the Foundation shall be liable for the debts of the Foundation.

ARTICLE VII

Board of Governors

The powers of the Foundation shall be exercised and its affairs conducted by a Board of Governors. The Foundation shall have at least three (3) Governors. The number of Governors herein provided for may be changed pursuant to Florida statutes by a By-Law duly adopted by the members entitled to vote. The manner in which the directors shall be elected will be specified in the By-Laws.

ARTICLE VIII

Incorporators

The name and residence of the subscriber to these Articles of Incorporation are as follows:

NAME	ADDRESS
Cecilia Stein	2798 Exeter Estate Lane Lake Worth, Florida 33467

ARTICLE IX

Indemnification

The Foundation shall indemnify and hold harmless each person who shall serve at any time hereafter as Governor or officer from and against any and all claims and liabilities to which the Governor or officer shall become subject by reason of his or her having been, or hereafter being, Governor or officer of the Foundation, or by reason of any action alleged to have been taken or omitted by him or her as a Governor or officer, and shall reimburse each Governor or officer for all legal and other expenses reasonably (made) provide(d), however, no Governor or officer shall be indemnified against, or reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE X

(Activities Not Permitted)

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States revenue law.

ARTICLE XI

(Dissolution)

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, or shall be distributed to the federal, state or local government for a public purpose. Any assets not so disposed shall be disposed of by a court of confident jurisdiction in the county in which the principal office of the organization is located, exclusively for such purposes.

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