

**ARTICLES OF INCORPORATION**  
**OF**  
**WORTHINGTON COUNTRY CLUB CHARITABLE FOUNDATION, INC.**

**A Florida Corporation Not-for-Profit**

I, the undersigned, acting as Incorporator of the Worthington Country Club Charitable Foundation, Inc. a corporation not for profit pursuant to the provisions of Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I**

**CORPORATE NAME**

The name of the Corporation is the Worthington Country Club Charitable Foundation, Inc. (hereinafter called "Corporation") a corporation not for profit.

**ARTICLE II**

**PRINCIPAL OFFICE/RESIDENT AGENT**

The principal office of the Corporation shall be located at 13550 Worthington Way, Bonita Springs, FL 34135-3476 and the mailing address shall be the same. The initial Resident Agent for the Corporation is Carol Ann Carney whose address is also 13550 Worthington Way, Bonita Springs, FL 34135-3476. The Resident Agent acknowledges acceptance for said appointment on the signature page at the conclusion of these Articles of Organization.

**ARTICLE III**

**PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such-purposes, the making of distributions to individuals and organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, and corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III herein. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate to public office. The Corporation shall engage only in activities which shall generate income for the corporate purposes.

**ARTICLE IV**  
**MEMBERSHIP**

The Corporation shall be organized on a non-stock basis and shall have no members.

**ARTICLE V**  
**INCORPORATOR**

The names and addresses of the Incorporator of the Corporation is:

Gayle A. Landen  
13240 Sherburne Circle, #1201  
Bonita Springs, FL 34135

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

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of five (5) directors, and maximum of seven (7) directors at all times. Each member of the board of the Board of Directors shall be elected in the manner and for the terms specified in the Bylaws and shall hold office until their respective successors are duly elected and qualified. Membership on the Board of Directors shall be limited to record titleholders of real property located within the Worthington Country Club located in Bonita Springs, Florida. The affairs of the Corporation shall be managed by the Board of Directors, who shall elect Officers as follows: Chair, Vice Chair, Secretary and Treasurer, which Officers shall be provided for in the Bylaws. Each Officer shall be elected from time to time in accord with the Bylaws, and each Officer shall hold office in accord with the Bylaws.

The names and addresses of the initial Board of Directors and Officers until their successors are elected and qualified are as follows:

A. Directors:

Gayle A. Landen 13240 Sherburne Circle, #1201 Bonita Springs, FL 34135	Thomas Lebretoire 13041 Bridgeford Ave. Bonita Springs, FL 34135	Coral L. Rice 13121 Southampton Drive Bonita Springs, FL 34135
Joanne Riccardi 13209 Sherburne Circle, #302 Bonita Springs, FL 34135	Judith A. Williams 13260 Sherburne Circle, #2702 Bonita Springs, FL 34135	Carolyn Luomala 13240 Bridgeford Ave. Bonita Springs, FL 34135
Alfred D. Zinno 13761 Tonbridge Ct. Bonita Springs, FL 34135		

B. Officers:

CHAIR Gayle A. Landen 13240 Sherburne Cir, #1201 Bonita Springs, FL 34135	VICE CHAIR Thomas Lebretore 13041 Bridgeford Ave. Bonita Springs, FL 34135	SECRETARY Coral L. Rice 13121 Southampton Dr. Bonita Springs, FL 34135	TREASURER Joanne Riccardi 13209 Sherburne Cir, #302 Bonita Springs, FL 34135
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**ARTICLE VII**

**AMENDMENTS**

These Articles of Organization may be amended, altered, or rescinded, in whole or part, by a majority vote of the Board of Directors in accord with provisions of the Bylaws.

**ARTICLE VIII**

**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed for exclusive public use to one or more entities which themselves are exempt as organizations as described in Section 501(c) 3, 509 (a) 3 and 170 (c) 2 of the Internal Revenue Code of the United States or corresponding sections of said Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located for the purposes stated herein and to such entities that the Court shall determine to exist for the comparable purposes of this Corporation.

**ARTICLE IX**

**BYLAWS**

Bylaws for the conduct of the business of the Corporation and furtherance of its purpose shall be adopted by the Board of Directors at their initial meeting. The Board of Directors may amend or repeal, in whole or part, said Bylaws in accord with their provisions. The Bylaws, and any amendment thereto, shall be binding on all members of the Board of Directors and Officers of the Corporation.

**ARTICLE X**

**WARRANTIES**

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not make any investments in a manner as to subject it to tax under section

4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I, Carol Ann Carney, with a business address of 13550 Worthington Way, Bonita Springs, FL 34135-3476, having been named as Registered Agent of the Worthington Country Club Charitable Foundation, Inc. hereby state that I accept said appointment. executed this 27th day of October 2022.

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Carol Ann Carney

I, Gayle A. Landen, as Incorporator of this Corporation, hereby acknowledge that these are true and accurate Articles of Organization of the Worthington Country Club Charitable Foundation, Inc., executed this 27th day of October 2022.

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Gayle A. Landen