

N01392

Requestor's Name

THE FAMILY CHRISTIAN ASSOCIATION
OF AMERICA (FCAA)

9190 Biscayne Boulevard, Suite 202

Miami, FL 33138-3224

(305) 757-4464 * Fax (305) 757-4605

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☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 29 1997



The Family Christian Association of America®
9190 Biscayne Blvd., Suite 202
Miami Shores, FL 33138-3224
Tel: 305-757-4464
Fax: 305-757-4605

September 26, 1997

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA, INC.
Reference No. NO1392

Dear Ms. Lewis:

Enclosed is our document of Articles of Amendment with reference to the above, which has been corrected pursuant to your letter dated September 12, 1997 (see copy enclosed).

Please let us know if further information is needed.

Sincerely,


Andrea McDonald
Executive Assistant
& Director of Corporate Affairs

/am

"A premiere family, social and human service agency"



RECEIVED SEP 15 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1997

THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA
9190 BISCAYNE BLVD.
SUITE 202
MIAMI, FL 33138-3224

SUBJECT: THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA, INC
Ref. Number: N01392

We have received your document for THE FAMILY CHRISTIAN ASSOCIATION OF AMERICA, INC and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 297A00045383



The Family Christian Association of America®
9190 Biscayne Blvd., Suite 202
Miami Shores, FL 33138-3224
Tel: 305-757-4464
Fax: 305-757-4605

FILED
97 SEP 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 3, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation
Charter No. N01392

Dear Sirs:

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST:** The name of the corporation is: The Family Christian Association of America, Inc.
- SECOND:** The following amendments of the Articles of Incorporation were adopted by the corporation:

Article I
Name and Object

- Section 1.** The name of the organization shall be The Family Christian Association of America, Inc., herein referred to as "FCAA", "The Family Christian Association", or the "Association", located at 9190 Biscayne Boulevard, Suite 202, Miami Shores, Florida.
- Section 2.** The purpose of this Association shall be: "To seek to help its members achieve independence through emphasis on self-determination, strong families, Christian values, and the enjoyment of quality life experiences, by providing excellence in its social and human service delivery system," and any other lawful purpose.

"A premiere family, social and human service agency"

- Section 4.** To accomplish its purposes, the Association may establish and provide for the conduct and maintenance of The Family Christian Association work in one or more sections of America and globally, and for particular groups of persons. All affiliates established by the Association shall be under the control and direction of the Board of Directors.

Article II
Property

- Section 2.** The highest amount of indebtedness or liability to which this Association may at any time subject itself shall never be greater than two-thirds (2/3) of the value of the assets of the Association.
- Section 3.** Deleted.

Article III
Membership

- Section 1.** Any person who is committed to the Association's purpose may become a member of this Association, in accordance with such provisions and classifications as may be established by the Board of Directors.
- Section 2.** Any member, eighteen (18) years of age or over, may become a voting member of this Association, who is committed to the purposes of the Association, as defined in Article I, Section 2, and who indicates the willingness to cooperate actively in achieving these purposes.
- Section 3(d).** To represent the Association in global, national, regional, and local conferences, if and when duly authorized under the stated requirements of such representation.

Article IV
Management

- Section 1.** The management of the Association shall be vested in a Board of Directors, consisting of not fewer than twenty-five (25) and not more than fifty (50) persons, elected by the Board of Directors or otherwise in such manner, and for such terms not exceeding three

(3) years, as the By-Laws may provide. The President/CEO is a non-voting member of the Board.

Each Director must possess the qualifications for voting membership in the Association:

- a) The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Association in all its details, including the appointment of Standing and Special Committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board.
- b) The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. They shall have the authority to make By-Laws for the governance of the Association, not inconsistent with the Articles of Incorporation.

Section 2. The officers of the Board of Directors shall be a Chairman, two Vice Chairmen, a Recording Secretary, Assistant Recording Secretary, a Treasurer, Assistant Treasurer, and Chaplain, chosen from their own number, as provided for in the By-Laws. These shall also be the officers of the Association.

Article V **Meetings of the Association**

Section 3. Special meetings of the Association may be called by the Chairman or by order of the Board of Directors. Upon written request of fifty-one percent (51%) of the voting membership of the Association, the Chairman or the Recording Secretary shall call a meeting specifying the object, which shall be incorporated in the notice. A notice of such meeting shall also be mailed to every voting member at least ten (10) days in advance of the meeting. No business shall be transacted at such meeting, except that for which the call is issued.

Section 4. One-third (1/3) of the voting members shall constitute a quorum at any meeting called by the voting members of this Association.

**The Family Christian Association of America, Inc.
Amendment of Articles of Incorporation**

Page 4

**Article VII
Amendments**

Section 1. The Articles of Incorporation may be amended by vote of two-thirds (2/3) of the Board of Directors present at any regularly constituted meeting of the Association, provided such amendment shall have been submitted by the Board of Directors.

BY-LAWS

**Article I
Elections**

- Section 1.** The annual election of Directors serving three (3) year terms shall be held in October, at which time there shall be chosen by ballot by the members of the board, one-third (1/3) of the Directors who shall hold office for three years, or until their successors shall have been elected or qualified.
- Section 2.** At a regular meeting of the Board of Directors, at least thirty (30) days preceding the annual election, the Chairman shall charge as the Nominating Committee, the Human Resources and Career Development Committee, to nominate members for election to the Board of Directors and the officers of the Association for the ensuing year.
- Section 3.** At the November meeting of the Board, after the annual election of Directors, the Board shall elect by ballot from its own number, a Chairman, two Vice Chairmen, a Recording Secretary, an Assistant Recording Secretary, a Treasurer, an Assistant Treasurer, and a Chaplain. These officers shall be the officers of the Association and of the Board, and shall hold office for one year, or until their successors are elected and qualified.

**Article II
The Board of Directors**

- Section 3.** All regular meetings of the Board shall be opened with an inspiration and the agenda shall include the following:
- Roll Call
 - Approval of the Minutes of the previous meeting
 - Report of the Chairman
 - Report of the Treasurer
 - Report of the Standing Committees
 - Report of the President/CEO
 - Unfinished Business
 - New Business

Article III
Duties of Elected Officers

- Section 3.** The Treasurer shall keep a full account of all money received and paid out, and report same to the Board of Directors. The Treasurer shall insure that all funds be promptly deposited in such depositories as shall be designated by the Board of Directors.
- Section 7.** The Chaplain shall be responsible for Christian emphasis at fellowship functions for the Board and the Association.

Article IV
Employed Officials and Staff

- Section 1.** The President/CEO shall be employed by the Board of Directors and shall be the Chief Executive Officer of the Association; the President/CEO shall be an ex-officio member of all committees and the Board of the Association; the President/CEO shall be responsible for the employment of all other members of the Association's staff, in accordance with the policies of the Board of Directors, and shall designate their duties and have general supervision of their work; the President/CEO shall approve all orders of the Treasurer for the disbursement of funds, subject to the approval of the Financial Development Committee; and, the President/CEO shall attend all meetings of the Board of Directors and shall make monthly reports to the Board of Directors. The power to sign all legal papers of the Association authorized by the Board of Directors is invested in the President and Chief Executive Officer.
- Section 2.** Deleted.
- Section 3.** Deleted.

Article VI
Committee Organization

- Section 1.** The Board of Directors, on the recommendation of the President/CEO, shall designate the various areas or committees into which the program and administrative work of the Association shall be divided; shall determine the division of responsibility and the relationship between such committees; and, shall authorize the

Chairman to appoint necessary committees.

- Section 2.** The Executive Committee, consisting of the officers of the Association, the President/CEO, and the chairmen of all Standing Committees, shall act for the Board of Directors in the interim between Board meetings, but shall not have the power to reconsider or reverse any action or policy of the Board. The Chairman or any five (5) members of the Executive Committee may call meetings at any time, and nine (9) of the members shall constitute a quorum. It shall report all its actions to the regular meetings of the Board of Directors, which, when ratified, shall become actions of the Board.
- Section 3.** There shall be such Standing Committees, and of such number, as the Board of Directors may determine. The committees of the Board and of the Association may include voting members of the Association, other than Directors. The Chairman and President/CEO shall be ex-officio members of all committees. A written outline of the responsibilities of each committee shall be prepared, approved by the Board of Directors and filed with the Minutes of the Board.
- Section 4.** Each Standing Committee shall keep minutes of its meetings and file same in the Association's office. It shall submit to the Board of Directors reports of work. It shall not enter into any contract or incur any indebtedness or financial obligation of any kind.

Article VII

Affiliates of the Association

- Section 1.** Affiliates may be organized by the Association to provide FCAA services in a defined geographical area or for particular groups of persons. All Affiliates established by the Association shall be under the control and direction of the Board of Directors. The Board of Directors shall develop a policy to govern and give direction to the organization and operation of these Affiliates.
- Section 2.** Deleted.
- Section 3.** Deleted.

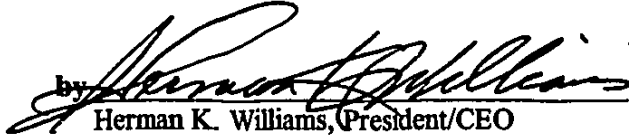
The Family Christian Association of America, Inc.
Amendment of Articles of Incorporation

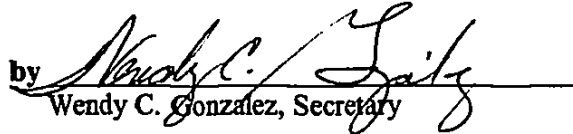
Page 8 of 8

THIRD: The amendments were approved by a majority of the members of the corporation on the 6th day of August, 1997. The number of votes cast was sufficient for approval.

Dated: September 3, 1997.

**THE FAMILY CHRISTIAN ASSOCIATION
OF AMERICA, INC.**

by 
Herman K. Williams, President/CEO

by 
Wendy C. Gonzalez, Secretary