

NO4000008140

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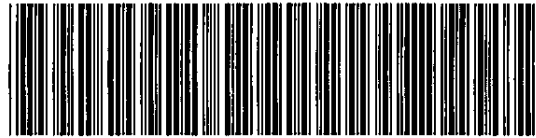
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend CM  
# Clerk of State  
5/30/07*

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** YOUTH HAVEN EVANGELISTIC  
OUTREACH CENTER

**DOCUMENT NUMBER:** 74-3144316/N04000008140

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LARRY L PHILPOT  
(Name of Contact Person)

YOUTH HAVEN EVANGELISTIC  
OUTREACH CENTER  
(Firm/ Company)

PO BOX 8101  
(Address)

JACKSONVILLE FL 32239  
(City/ State and Zip Code)

For further information concerning this matter, please call:

LARRY OR SHARMA PHILPOT at (904) 317-9935  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

YOUTH HAVEN EVANGELISTIC OUTREACH CENTER, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

N04000008140  
(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

THE FOLLOWING ARTICLES ARE BEING  
AMENDED AND ADDED STARTING WITH  
ARTICLE VIII: DISSOLUTION  
ARTICLE IX: CHARITABLE CONTRIBUTIONS  
ARTICLE X: CONFLICT OF INTEREST

PLEASE SEE ATTACHED ARTICLE  
AMENDMENT AND/OR POLICIES

(Attach additional pages if necessary)  
(continued)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLE VIII


## **Youth Haven Evangelistic Outreach Center**


### **Dissolution**

#### **Purpose**

The purpose of the dissolution policy is to protect this tax-exempted organization (Youth Haven Evangelistic Outreach Center) remaining interests and assets upon dissolution. This policy is intended to supplement but not replace any applicable state and federal laws governing the dissolution of a tax-exempted organization applicable to nonprofit charitable organizations.

In accordance with the guidelines established by the Internal Revenue Code, Section 501(c)(3), all remaining assets, such as real property, conservation easements, securities, intellectual property (patents, trademarks and copyrights), works of music or art, licenses, royalties, automobiles, boats, planes, or other vehicles, or collectables of any type that belongs to this organization must be used exclusively for a tax-exempted charitable, religious, educational and/or scientific purposes upon this organization dissolution.

  
**Larry L. Philpot**  
**President**

  
**Sharman L. Philpot**  
**Vice President**

# ARTICLE IX

## Youth Haven Evangelistic Outreach Center

### Charitable Contributions

#### Purpose


The purpose of the charitable contributions policy is to protect this tax-exempted organization (Youth Haven Evangelistic Outreach Center) interest in the acceptance of charitable donations or contributions. This policy is intended to supplement but not replace any applicable state and federal laws governing charitable contributions or donations applicable to nonprofit and charitable organizations. This policy covers and coincides with this organization's Conflict of Interest policy.


#### Financial or Personal Interest

Any such persons that have elected to donate an item, such as real property, conservation easements, securities, intellectual property (patents, trademarks and copyrights), works of music or art, licenses, royalties, automobiles, boats, planes, or other vehicles, or collectables of any type to this organization, donates in good faith, without prejudice or receiving political, financial, or personal and special interest or favoritism.

Any such persons that have donated an item will be provided a documented statement of his or her charitable contribution or donation.

Any such persons that have donated an item will also be provided this policy that covers charitable contributions and donations for this nonprofit tax-exempted organization.

  
**Larry L. Philpot**  
**President**

  
**Sharman L. Philpot**  
**Vice-President**

ARTICLE X

P. O. Box 8101  
Jacksonville, FL 32239  
Office: 904-317-9935  
Fax: 904-778-7903

**Youth Haven Evangelistic Outreach  
Center**

August 19, 2004

**CONFLICT OF INTEREST POLICY**

**Purpose**

1. The purpose of the conflict of interest policy is to protect this Youth Haven Evangelistic Outreach Center 's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction.
2. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Definitions**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has directly or indirectly, through business, investment or family.
3. An ownership or investment in, or compensation arrangement with, any entity or individual with which Organization is negotiating a transaction or arrangement.
4. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

.....

5. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
6. A financial interest is not necessarily a conflict of interest; therefore, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interest person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exist:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
4. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterest person or committee to investigate alternatives to the proposed transaction or arrangement.
5. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
6. If a more advantageous transaction of arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

7. **Violations of the Conflict of Interest Policy:** If the governing board of committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
8. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial, any action taken to determine whether a conflict of interest was present and the governing board's or committee's decision as to whether a conflict of interest in fact exist.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives or the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters to the member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Annual Statements



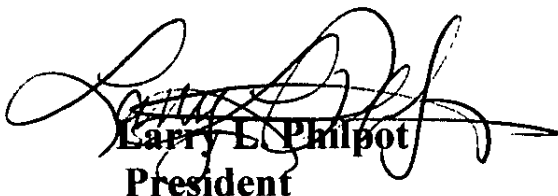
1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms each person have received a copy of the conflicts of interest policy.
2. Each person has read and understands this policy.
3. Each person has agreed to comply with the policy.
4. Each person understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempted purposes.

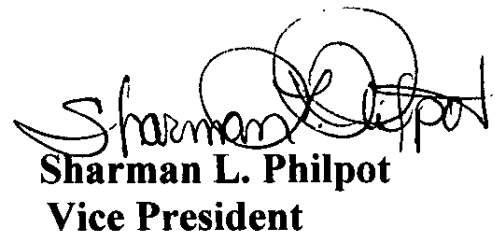
## Periodic Reviews

1. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempted status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. The reviews shall include whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

## Use of Outside Experts

1. When conducting the periodic reviews, described above, the Organization may, but need not, use outside advisors.
2. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

  
**Larry L. Philpot**  
**President**

  
**Sharman L. Philpot**  
**Vice President**

The date of adoption of the amendment(s) was: JANUARY 1<sup>ST</sup>, 2007

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Larry L Philpot  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

LARRY L PHILPOT  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**FILING FEE: \$35**