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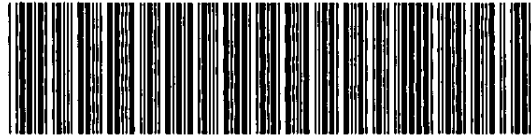
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The National Community Network and Coalition of Highlands, Inc

DOCUMENT NUMBER: N09000010173

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

Please return all correspondence concerning this matter to the following:

Frank Paul Jones

(Name of Contact Person)

The National Community Network and Coalition of Highlands, Inc
(Firm/ Company)

923 South A Avenue, Avon Park FL 33025
(Address)

Avon Park FL 33025

(City/ State and Zip Code)

NCNCHINC@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frank Paul Jones

(Name of Contact Person)

at (863) 458-0396

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

FILED

10 JUL -8 PM 2:56

The National Community Network and Coalition of Highland, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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:

A. If amending name, enter the new name of the corporation:

N/A The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

923 South A Avenue
Avon Park FL 33825

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

923 South A Avenue
Avon Park FL 33825

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

N/A
(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>TR</u>	<u>Lujana M Flood</u>	<u>46 Trush Drive</u> <u>Brentwood, NY 11717</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>CFO</u>	<u>Shaneem Flood</u>	<u>222 Berkeley Ave</u> <u>Bloomfield, NJ 07003</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T/TR</u>	<u>John W. Moss</u>	<u>55 Alice Nelson St.</u> <u>Avon Park, FL 33825</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Albert Moss</u>	<u>935 S. Delaney Ave</u> <u>Avon Park, FL 33825</u>
5) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P/C</u>	<u>Frank Paul Jones</u>	<u>917 South A Avenue</u> <u>Avon Park, FL 33825</u>
6) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V/TR</u>	<u>Ellie E. Williams</u>	<u>206 E Joe Hilton Street</u> <u>Avon Park, FL 33825</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The bylaws have been re-written to satisfy both the state of Florida and the ~~Fed~~ Federal agency the IRS. The complete bylaws is included in this package. The table of contents are as followed.

Article I - Name Article II Principal Place of Business
Article III The Purposes ^{mission and vision} Article IV ^{titles and names of officers/directors} Directors / Officers elected and appointed. Article V ~~Registered Agent~~
Article VI Registered Agent Article VII Name of Incorporator
Article VIII Membership Article IX Meetings of General Membership
Article X Board of Directors and Officers Article XI Committees
Article XII Senior Staff Article XIII Clients Article XIV Amendments
Article XV Charitable Commitment Article ~~XV~~ ~~Dispute Resolution~~
~~clause~~ Article XVI Adding new members to the board of directors Article XVII Dissolution Clause

The date of each amendment(s) adoption: 1 July 2013

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

Dated 1 July 2013

Signature [Handwritten Signature]

(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)

Frank Paul Jones
(Typed or printed name of person signing)

President / chairman
(Title of person signing)

State of Florida

Department of State

I certify from the records of this office that THE NATIONAL COMMUNITY NETWORK & COALITION OF HIGHLANDS, INC is a corporation organized under the laws of the State of Florida, filed on October 20, 2009.

The document number of this corporation is N09000010173.

I further certify that said corporation has paid all fees due this office through December 31, 2013, that its most recent annual report/uniform business report was filed on March 1, 2013, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this is
the First day of March, 2013*



Ken Detzner
Secretary of State

Authentication ID: CC7206692159

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

*The Official bylaws of the
National Community Network and Coalition of Highlands, INC*

We are a grassroots organization

The NCNCHINC



Building a better Community

*Frank Paul Jones
President and Chairman of the Board*

Table of Contents:

Article I - **NAME:**

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Article X - **BOARD OF DIRECTORS AND OFFICERS (Governance)**

Article XI - **COMMITTEES**

Article XII - **SENIOR STAFF**

Article XIII - **CLIENTS**

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Article XVI - **Adding Members to the board of directors**

Article XVII - **Dissolution Clause**

The Official Bylaws of the National Community Network & Coalition of Highlands, INC

ARTICLE I: NAME:

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

The name of the Corporation shall be the National Community Network and Coalition of Highlands, INC. To also be referred to in these bylaws as the NCNCHINC.

ARTICLE II: Principal Place of Business: The headquarters location is also known as the Blue Building is located in this state where the principal office of the Corporation is to be located is the City of Avon Park and the County of Highlands at:

923 South A Avenue

Avon Park, FL 33825-4114

ARTICLE III: The Purposes, Mission and Vision:

1: Preventing recidivism and reducing crime, by creating activities for the community as an alternative to committing crimes, to include recreational activities, sound recordings, videos and hobbies. 2: Informing the community about relevant issues affecting their living conditions and social well being, through a non profit newspaper, newsletters, multimedia and advocacy. 3: Helping small business owners operate their businesses, by helping them gain grants, business loans and other forms of support. 4: To bring about the overall social improvement and better living conditions of the local community in general, through food assistants, help with bills and other social programs.

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

Section 2:

Mission:

The duty of the NCNCHINC is "building a better community."

Section 3:

Vision:

It is our dream that the communities we serve will become fully integrated into the mainstream of American society, whereby the chains of poverty will be broken and all citizens will be freed from this generational hindrance.

ARTICLE IV: How directors and officers are elected and appointed:

Section 1 Board Elections.

All of the Directors and Officers were appointed positions by these bylaws. The directors will be elected by a majority vote of the officers and senior staff members present at the every 6 year elections meeting, with the exception of the Chairman who will be elected into office every 11 years. The officers will be elected by the board of directors every 5 years, with the exception of the President who will be elected by the directors every 10 years. If the office held is a concurrent position, the first election to office will suffice.

Section 2 Election procedures

A Board Elections Nomination Committee shall be appointed, in accordance with Article XI Section 4 of these Bylaws.

ARTICLE V: Titles and Names of Officers/Directors:

Directors/Officers

Frank Paul Jones -- Chairman of the Board/President
917 South A Avenue
Avon Park, FL. 33825

Ella E. Williams - Co-Chair /Vice-President
206 E. Joe Hilton Street
Avon Park, FL 33835

Shaneem Flood - Financial Controller
222 Berkeley Avenue
Bloomfield, NJ 07003

Lujuana M. Flood - Trustee
46 Trush Drive
Brentwood, NY 11717

John W. Moss - Trustee and Treasurer
55 Alice Nelson Street
Avon Park, Fl 33825

Albert Moss - Executive Secretary
935 South Delaney Avenue
Avon Park, Fl 33825

ARTICLE VI: Registered Agent:

Frank Paul Jones

917 South A Avenue

Avon Park, FL 33825

ARTICLE VII: Name of Incorporator

Frank Paul Jones

917 South A Avenue

Avon Park, FL 33825

ARTICLE VIII: MEMBERSHIP

Section 1 Eligibility for Membership

The claim for membership shall be open to any United States Citizen 18 year old and above in good standing with the NCNCHINC. The Board of Directors reserves the right to deny membership, or suspend, or terminate membership at anytime, based on the bylaws, if determined it is for the good of the NCHCHINC.

Membership shall be granted following the receipt of a properly completed application form, verification of eligibility and payment of induction fees and membership fees.

Section 2 Types of Membership

Membership: All applicants that have been made Members by way of the qualifications listed in **Section 1** of this Article shall be considered Members and are each entitled to participate in organizational activities as describe in Section 5.

Section 3 Categories of Membership

There shall be one category of membership:

General Membership: This category applies to all Members as described in **Section 2** of this Article.

Section 4 Fees & Dues

The Annual Dues shall be determined by the Board of Directors, at their sole discretion, and shall on occasion be modified to reflect proper fiscal responsibility in keeping the organization active. In addition, the Board of Directors, from time to time may consider other types and forms of services, whereby they will determine how to implement them and set the necessary fees for such services.

Annual and monthly Dues: Annual dues is set at \$100 per year or if paid monthly \$10 per month for general membership. The induction fee is \$10. Fees and dues are subject to change.

Section 5 Rights & Limits of Members

Every Member, in good standing, shall have the following rights and limits circumscribed to their membership, as described in this Section.

Voting: Every Member, in good standing, shall be eligible to cast a vote during the annual meeting relative to the direction of the organization, spending practices and annual agendas. Votes for the annual election of may be cast in person, or by proxy, or any other method determined by the board of directors.

Participation: Every Member, in good standing, shall be eligible to receive a copy of the NCNCHINC membership publications, be able to participate in the discussion forums at membership meetings, the annual membership meetings and other subsequent activities and developments that might occur.

Section 6 Resignation and Termination

Resignation: Any Member may resign their membership at anytime by filing a written request with the NCNCHINC. President, with the exception of those Members that are constitutionally bound by **Article X Section 9** of these Bylaws, and in such case those provisions shall take priority. Furthermore, Member resignation shall not relieve a Member of unpaid dues, delivery surcharges, or other charges that were previously accrued. And all property belonging to the organization must be returned or paid for in full.

Termination: A Member can have their membership terminated by The Board of

Directors at anytime, without notice, and at its sole discretion, if viewed as for the good of the NCNCHINC with the exception of those Members that are constitutionally bound by **Article X Section 9** of these Bylaws, and in such case those provisions shall take precedence.

ARTICLE IX: MEETINGS OF GENERAL MEMBERSHIP

Section 1 Regular Annual Member Meeting

The Annual Meeting of the Members shall take place in the month of March, which is typically held in Avon Park, Florida. The Board of Directors reserves the right to change the date, time and location of the meeting if an appropriate need should arise.

During the Annual Meeting of Members the Members shall receive reports on the activities of the NCNCHINC, to include a year-end financial statement, current balance sheet, a membership report, and/or other such reports that the Board of Directors or Chair may feel are necessary to keep the membership adequately apprised and informed of the NCNCHINC condition and continuing intent.

In addition, on a five years basis the election of Officers shall take place and the board of directors every six years, with the exception of the President which will be every 10 years and Chairman every 11 years. Frank Paul Jones is the President and Chairman of the NCNCHINC which is an appointment in accordance to these bylaws. And the Senior Staff are appointments at the discretion of the President. If the office held is a concurrent position, the first election to office will suffice.

Section 2 Special Meetings

Special Meetings may be called by the Board of Directors, the Chair, or the Executive Committee, as described in Article X Section 3. A petition signed by eighty-percent of the Membership, in good standing, and properly presented to the Board of Directors or the Executive Committee, may also call a Special Meeting with Notice if approved by the board of directors.

Section 3 Notice of Meetings

Meetings for General Membership shall be properly announced by way of a printed notice being posted at the Blue Building, not less than two weeks prior to the meeting.

Section 4 Quorum

The Members present at any properly announced meeting shall constitute a Quorum, as long as the other requirements in Article X Section 6 are met.

ARTICLE X: Board of Directors and Officers (Governance)

Section 1 Board Role, Size, and Compensation:

Board Role: The NCNCHINC shall be governed by a Board of Directors, subsequently called 'The Board.' The Board is responsible for overall policy and direction of the NCNCHINC.

The Board shall include the Chairman of the Board, 'Chair,' who shall also be and act as the President of the NCNCHINC; the Vice-Chair who shall also be and act as the Vice-President of the NCNCHINC; the Executive Secretary of the NCNCHINC; the Controller of the NCNCHINC and Trustees.

The Board Size: The Board shall consist of the Members of the Board of Directors, called 'The Board.' These Board Members shall consist of:

- 1: The Chair
- 2: The Co-Chair
- 3: The Executive Secretary
- 4: The Controller
- 5: Trustees

Compensation: The Board Membership shall not, at anytime, receive any compensation for their board related services, but can be compensated for their officer related duties. All Board Members can be reimbursed for reasonable expenses incurred while discharging and performing the official board related duties of their office, as the Board of Directors so determines.

Role of the Board of Directors:

Fundraising

The most important role of the board of directors, consist of raising funds to be used to accomplish the organization's purpose. Fundraising events and donations comprise the majority of our income. Members of the board must use their business and social connections to build interest in the organization and its efforts. They then may garner major donations from these supporters, solicit sponsorships and recruit new members. In addition, board members are expected to raise awareness of the NCNCHINC cause through various marketing channels as well as increasing event registrations.

Oversee Programs

Board members oversee programs associated with the NCNCHINC. The organization's officers and staff carry out daily our program operations, but board members exercise fiduciary oversight. We must protect the funds and assets of the NCNCHINC by ensuring

its proper use. We must monitor the effectiveness of the NCNCHINC programs and determine whether they are consistent with the causes that the NCNCHINC supports.

Strategic Planning

The board creates and periodically updates a strategic plan to carry out the organizations goals. The officers and staff then create an implementation plan based on these strategies. When updating the strategic plan, the board will use various historical data to determine what elements of the plan work well for the NCNCHINC and adjust the components that are not working well.

Legal and Ethical Integrity

Board members have a fiduciary responsibility to ensure the organization follows the legal and ethical standards for business in general and those unique to the NCNCHINC. Strong integrity and sound business practices will enhance the public image of the organization and work to further our cause.

Dedicated Involvement

To properly carry out these roles and responsibilities, all board members and the President must commit to a high level of involvement in the organizations daily operations. A seat on the board of the NCNCHINC requires true dedication and passion for the cause. Remember unlike board member positions in some for-profit organizations, our board members work daily, sometimes for long hours, to further community awareness and our impact on the social causes we seek to advance.

Executive Committee

Executive Committee Role: The board shall also have an Executive Committee (consisting of officers and also senior staff members), which shall include the Chairman of the Board, '**Chair,**' who shall also be and act as the **President** of the NCNCHINC; the **Vice-Chair** who shall also be and act as the Vice-President of the NCNCHINC; the **Executive Secretary** of the NCNCHINC; the **Treasurer** of the NCNCHINC and Department Directors.

The Executive Committee is to formulate strategies, policies, and related management items to present to the Board for their consideration and approval and the membership for to put into action. The Executive Committee is also empowered to act on behalf of the Board, and is responsible for the daily interaction with, and management of the Staff, Committees, and to commit to and transact all normal Business Operations at such times that the Board is not convened and in session, fully acting toward the benefit of the Board and NCNCHINC in general.

Committee Size: The committee shall consist of the officers and senior staff, called 'The Executives.' These Committee Members shall consist of:

1. Chair:
2. Vice-Chair:
3. Executive Secretary
4. Treasurer:
5. Department Directors

This shall constitute the Executive Committee and comprise of the officers and senior staff.

Compensation: The Executive Committee shall not, at anytime, receive any compensation for their board related services, but can be compensated for their officer and senior staff related duties. All Committee Members can be reimbursed for reasonable expenses incurred while discharging and performing the official Committee related duties of their office, as the Board of Directors so determines.

Section 2 Terms of Office

Officers

The President is a 10 years position and the position is an appointment of these by-laws. Once elected and/or installed each officer shall assume all fiduciary duties, responsibilities, and powers of their respective office and of those other related and concurrent offices associated with their respective Office as described in Section 1 of this Article.

Terms: Elections shall be held every 5 years for all the officers' positions by the board of directors with the exception of the President which is a 10 years position and are appointments based on these by-laws. The term of office shall be 5 (five years), or sooner as determined by the board, with the exception of the President which is a 10 years appointment. If the office held is a concurrent position, the first election to office will suffice.

Directors

Directors: There shall be 4-12 (four to twelve) directors that shall serve on the board of directors. At all times, they must be members. Each of these directors shall serve a 6 year term in office, with the exception of the chairman which is 11 years.

(*Note: Those Officers and Directors filling any Office prior to what is known as the first Annual Meeting of Members and Election, as depicted in Article IX of these Bylaws, shall NOT have their subsequent Term of Office shortened by the time served between

initial incorporation, formation, election and installation, and said first Annual Meeting).

Section 3 Meetings, Notices and Voting

Meetings: The Board of Directors shall meet at least once a year. The Annual Meeting shall be held in accordance with the time and conditions specified under Article IX Section 1 of these Bylaws. A Semi-Annual Meeting may be held at a time and location chosen by the Board. The Executive Committee shall meet at these same times as well and also at a minimum once per month, in addition to any other times deemed necessary by the Executive Committee or Chair so as to conduct and carry out the business of the organization. Section 6 of this Article applies.

Special Meetings: The Board of Directors or the Executive Committee reserves the right to call a Special Meeting at any time. Special meetings of the board or committee shall be called upon by the request of the Chair/President, and half the members of the board or committee. A special board or committee meeting requires that each board or committee member receive written notice at least two weeks in advance, unless all members concur with not having this notice for emergency reasons. Section 6 of this Article applies.

Voting: All Board of Directors or Executive Committee votes shall occur in person, by mail, email or phone as determined by the board of directors.

Section 4 Board Elections.

All of the directors which were appointed positions by these bylaws and in the future directors shall be elected by the officers and senior staff that is present at the meeting for elections every 6 years, with the exception of the chairman which is every 11 years. These directors will be elected by a simple majority of officers and senior staff members present at the every 6 year elections meeting and in accordance with the provisions stipulated in Section 1 and Section 2 of this Article. If the office held is a concurrent position, the first election to office will suffice.

Section 5 Election procedures

A Board Elections Nomination Committee shall be appointed, in accordance with Article XI Section 4 of these Bylaws, and be responsible for considering, investigating, and nominating prospective board members and officers, as described in Section 2 of this Article, taking into consideration the NCNCHINC broad and diverse constituency. All possible effort should be made to make sure that those nominated for office are representative of those high ideals; standards that we seek to adhere too, foster, and follow in the NCNCHINC. Those chosen for nomination should also, inherently, subscribe to and be willing to defend the standards of the organization, to include those contained in Article III (Purpose) of these bylaws.

Section 6 Quorum

A Quorum is/must be attended by at least half of the members of the board in addition to the chairman of the board for the board to meet a quorum and at least half the members of executive committee members in addition to the President for the committee to meet a quorum. A Quorum is required for the Board or Committee to transact business and motions to take place.

Section 6B Full Vote

A full vote consists of every member of the Board of Directors and every member of the executive committee, if the motion requires the committee and the board to transact business and make a motion. If the motion only requires the board to transacts business or make a motion, than every member of the board must vote for the decision to be duly recognized.

Section 7 Directors and Duties

There shall be at least 4-12 members of the Board of Directors, consisting of the Chairman, Vice-Chair, Executive Secretary, Financial Controller and trustees. Their duties are as follows:

The Chairman/President: Shall convene at scheduled executive committee meetings and board meetings, shall preside over, or arrange for the Vice-Chair to preside at each meeting in his absence. He shall be empowered and act in the capacity of the President of the NCNCHINC. He shall preside over the Board and Executive Committee. The Chair possesses such special powers that should an emergency occur whereby it is impossible to convene a Quorum, as depicted in Section 6 of this Article, he may, acting in his capacity as Chair and President take such full but restrained action as solely deemed necessary to protect the NCNCHINC health and safety until such time that a Quorum can be convened. Furthermore, should there ever be a tie vote on the Executive Committee or board, the Chair acting in his capacities may cast an additional vote to break such tie. The other provisions of this Section apply.

Vice-Chair: Shall assume the duties of the Chair in his absence or incapacity. He/she shall be empowered, and act in the capacity Vice-President of the NCNCHINC. He/she may Constitutionally Chair those Committees as depicted in Article X Section 3 of these bylaws in the absence of the chairman/president, and he/she shall Chair Committees on special subjects as designated by the board, or chair.

Executive Secretary: Shall assume the duties and act in the capacity of an administrative officer of the NCNCHINC. He/she shall do the same for any Special Committee, at such times, that the Board or Chair should so direct. He/she shall also perform any special duties the Board or Chair so requests.

The Executive Secretary, acting in his concurrent office capacities, shall be responsible for keeping, or see to be kept, the records of Board of Director and Executive Committee meetings and actions, including overseeing the taking of minutes at all Board and Committee Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board and Committee Member, and assuring that corporate records are maintained.

Financial Controller: Shall assume the duties prescribed to the Executive Secretary in his absence or incapacity. He/she shall be empowered, and act in the capacity of Controller of the NCNCHINC. He/she shall Constitutionally Chair the Finance Committee as depicted in Article X Section 3 of these Bylaws, and he/she shall Chair Committees on special subjects as designated by the Board, or Chair. He/she shall also perform any special duties the Board or Chair so request.

The Financial Controller acting in his concurrent Office capacities, shall provide a complete financial report at each Board meeting and shall prepare, or have prepared, the annual reports as depicted in Article IX Section 1 to fulfill that requirement to the membership, in addition to all other customary reports required by the NCNCHINC and any and all reports requested by the Board, Executive Committee, Chair; or any other Officer if required for the administration and operation of the NCNCHINC. The Financial Controller shall assist in the preparation of the budget, help develop financial strategies, and make financial information available to Board Members, always keeping in the forefront of his/her mind the fiduciary responsibility of the Financial Controller.

Trustees will help define the organization, assist in defining the process of governance, define the nature of the workplace, define resource management and approve all public policy decisions of the NCNCHINC with the media, legislatures and the general public.

Directors: All Directors shall sit on, and be voting Members of the Board of Directors. Each shall serve on committees if constitutionally required, or as the Board or Chair determine. Each shall perform any special duties that the Board or Chair shall so direct.

Section 7B.

Officers and Duties:

There shall be at least 5 (five) officers, consisting of the President, Vice-President, Secretary, Controller and Treasurer. Their duties are as follows:

President:

The president shall be the chief executive officer of the NCNCHINC and shall preside at all meetings of the membership and meetings of the Board of Directors and the Executive Committee; shall execute all documents and reports required by law and as directed by the Board; shall have custody of money together with the Treasurer and Controller; and shall report at each Annual Meeting of the corporation.

Upon resolution of the Board, and not otherwise, he or she may sign with or without the Treasurer depending on the documents, or any other proper officer authorized by the board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these by-laws to some other officer or agent of the corporation, or is required by law to be otherwise signed and executed. The president shall in general perform all duties incident to the office of president and such other duties as may be assigned by the board from time to time.

The board of directors with the assistance of the executive committee ultimately makes decisions for the NCNCHINC. It is the president's responsibility to act as liaison between the board and the NCNCHINC, officers and senior staff, as well as staff members, to carryout the corporate agenda, to include oversight of fundraising by the resource and development department.

The president is responsible for allocating the organization's financial resources and finalizing budgets for board approval and oversees the other officers and senior staff members.

Vice-President:

In the absence of the President, or in the event of his or her inability, the vice-president shall perform the duties of the president and when so acting shall have most of the powers of the president except those powers to amend the powers of the president. The vice-president shall in general perform all duties incident to the office of vice-president and such other duties as may be assigned by the president or the board from time to time.

Secretary:

The Secretary shall: (a) keep the minutes of the meetings of the executive committee and board of directors if deemed necessary; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the president or the board of the directors and executive committee from time to time.

Financial Controller - CFO:

Financial Controller: Shall assume the duties prescribed to the Executive Secretary in his absence or incapacity. He/she shall be empowered, and act in the capacity of Controller of the NCNCHINC. He shall constitutionally chair the finance committee as depicted in Article XI Section 3 of these bylaws, and he/she shall chair committees on special subjects as designated by the board, or chair. He/she shall also perform any special duties the Board or Chair so request.

The Financial Controller acting in his concurrent office capacities, shall provide a complete financial report at each board meeting and shall prepare, or have prepared, the annual reports as depicted in Article IX Section 1 to fulfill that requirement to the membership, in addition to all other customary reports required for a corporation and body of this nature, and any and all reports requested by the board, executive committee, chair; or any other officer if required for the administration and operation of the NCNCHINC. The financial controller shall assist in the preparation of the budget, help develop financial strategies, and make financial information available to board members, always keeping in the forefront of his mind the fiduciary responsibility of the financial controller.

Treasurer:

If required by the board, the treasurer shall: (a) have custody of and be responsible for corporate funds and securities of the corporation; (b) receive contributions to the corporation and receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation into such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these by-laws; and (c) in general perform all duties incident to the office of treasurer and such other duties as may be assigned by the president, the board of directors or the executive committee from time to time.

Section 7C

The Executive Veto Power

The President of the NCNCHINC has the right to reject any decision made by the executive committee, if their decision is deemed not for the good of the NCNCHINC. This is to insure ethical and legal behaviors of the organization and to insure all decisions made by the executive committee is for the good and causes of the NCNCHINC. If rejected by the President, it does not have to be heard by the board of directors for approval. It is dead on arrival.

The Executive Veto Override:

If the decision that was voted on unanimously by the executive committee, in which case it will be heard by the board of directors, at which time it will be discussed by the Board of Directors and the President and the President has to explain to the board of directors as to why he vetoed or rejected the decision made by the executive committee. Then it will take a full vote by the board which must be unanimous to make ineffective the decision by the President to veto executive committee. The board also reserves the right to modify the decision by the executive committee, to bring the decision inline with purpose, causes and current agenda of the NCNCHINC, to be sent down for another vote by the executive committee, so that the full process is repeated.

The Board Veto Power:

The President/Chairman of the board has the right to reject any decision by the board that did not receive a full vote by the board of directors, but did receive a quorum. If the decision received a full vote and the chairman feels it is not for the good of the organization, based on its purpose, causes and current agenda, the president has the right the veto the decision made by the Board.

The Board Veto Override:

The board of directors can make ineffective the veto by the President/Chairman of the Board by casting a 4/5 vote in favor of the original decision in a full vote by the Board of Directors.

Veto Override Requirements:

To override the President/chairman in an executive veto or a board veto, a special meeting must be called to order and the director/s, officer/s, senior staff/s, must present in writing to the President/Chairman, the reason why this decision should be reconsidered, in order that due process is served.

Section 8 Vacancies:

When a vacancy on the Board exists, mid-term, the Secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to the Board Members with the regular, or special, board meeting announcement, to be voted upon at the next board meeting. These vacancies on the Board shall be permanently filled by those elected by the board.

However, should the vacancy occur with the office of the vice-president the subsequent officer next in line shall immediately progress to the next office? The board shall then fill the vice-presidents office, as described herein, until the next electoral meeting/election at

such time Article X Section 5 shall take precedence. Any other vacancy in the line shall be permanently filled by the board of directors.

Section 9 Resignation, Termination, and Absences

Resignation: A board member may request to resign from the Board, but must give notice in writing, by registered mail, sent to the secretary and acceptance of such notice shall be verified by return receipt. The secretary shall provide official notice of the request to the Board, by registered mail, and subsequently, with urgency, notify the board via phone, email, or any other mode of communication that proves to be to the point and verifiable.

The board reserves the right to accept or reject a request of resignation. A board member is not automatically released of their fiduciary, other legal obligations or responsibilities based upon a request of resignation to the NCNCHINC.

Termination of any board member with the exception of the chairman: A board member can be terminated from the board due to too many unexcused absences without mitigating circumstances from board Meetings in any one year, dereliction of duty or incompetence. The board of directors shall be the determining authority relative to excused or unexcused absences and terminations.

Termination of appointed officers & directors with the exception of the president and chairman: An appointed officer of the board or a director of the board may be removed for good reason to include dereliction of duty or incompetence to be determined by the board of directors, if there is a vote of the board consistent with article X section 6. The officer or director being considered for termination may address the board on the matter, but may not cast a vote in his or her own favor.

Termination of Senior Staff Members: An appointed senior staff member by the president may be removed for good reason to include dereliction of duty or incompetence to be determined by the board of directors, if there is a vote of the board; which must constitute a Quorum on this matter or by the president for the good of the NCNCHINC, if urgency is required for the good of the NCNCHINC to include but not limited to a law being broken or unethical conduct by the senior staff member.

ARTICLE XI COMMITTEES

Section 1 Committee Formation

There exist 3 (three) constitutional committees in these bylaws. These are the executive committee, financial committee and the elections nomination committee as described in this article.

The board or chair may create special committees as needed. The board chair appoints all

committee chairs, other than those constitutionally formed committees that are described in Section 2 of this article. The board or chair, respective to which created the committee may determine the criteria for other officers or membership of any special committee. The constitutional requirements for officers and members of the executive committee are found in Section 2.

Section 2 Executive Committee

There are at least 4 (four) Officers on the board that serve as the members of the executive committee; which include the chair, vice-chair, secretary, treasurer. Except for the power to amend the articles of incorporation and bylaws, the executive committee shall have all the powers and authority of the board of directors, 'The board,' during the intervals between meetings of the board, and is subject to the direction and control of the board. Article IX Section 1 is applicable.

Section 3 Finance Committee

The Role of the Finance Committee

The role of the finance committee is primarily to provide financial oversight for the organization. Typical tasks can include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. An outline of responsibilities appears below.

Budgeting and Financial Planning

1. Develop an annual operating budget with officers and staff.
2. Approve the budget within the finance committee.
3. Monitor adherence to the budget.
4. Set long-range financial goals along with funding strategies to achieve them.
5. Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
6. Present all financial goals and proposals to the board of directors for approval.

Reporting

1. Develop useful and readable report formats with officers and staff.
2. Work with officers and staff to develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
3. Work with officers and staff to understand the implications of the reports.
4. Present the financial reports to the full board.

Internal Controls and Accountability Policies

1. Create, approve, and update (as necessary) policies that help ensure the assets of the organization are protected.

2. Ensure policies and procedures for financial transactions are documented in a manual, and the manual is reviewed annually, and updated as necessary.
3. Ensure approved financial policies and procedures are being followed.

Finance committees are also often charged with ensuring compliance and/or developing other policies that further serve to protect the organization and manage its exposure to risk. These include establishing policies surrounding:

- Personnel policies
- Executive compensation packages
- Long-term contracts or leases
- Loans or lines of credit
- Internet use and computer security
- Capital purchases
- Disposition of donated stock
- Insurance requirements and reviews
- Record retention
- Gift acceptance

Audits

1. Recruit and select the auditor.
2. Review the draft audit and 990 as presented by the auditor.
3. Present the audit report to the full board of directors (if the auditor does not do this).

Investments

1. Draft an investment policy detailing the objectives of the investment portfolio, guidelines on the asset allocation of the portfolio based on a predetermined level of risk tolerance, authorizations for executing transactions, disposition of earned income.
2. Ensure provisions of the policy are followed.
3. Review the policy at least annually and update if necessary.
4. Hire and evaluate the investment managers/advisors.

Section 3b: Role of the Chair:

The finance committee chair is controller on the board of directors, whose specific duties are described in these bylaws. As chair of the finance committee, the board controller makes sure the committee does its job. Specific duties of the chair can include:

1. Serving as the principal liaison between the committee and the full board,
2. Working with the staff leader to set an agenda for each committee meeting,
3. Notifying members about the meeting,
4. Ensuring handouts and reports are prepared and sent to committee members in advance.

The Controller can make an annualized committee task list as a useful tool for organizing the committee's work. This could take the form of a month-by-month timeline or calendar that integrates budgeting and financial planning deadlines, governmental and legal filing deadlines, internal report deadlines, dates to review and update policies and procedures, and dates of finance committee meetings and full board meetings.

The finance committee chair will have good judgment, logic, curiosity, and a commitment to accountability and the long-term financial stability of the NCNCHINC. The finance committee chair will have an understanding of nonprofit financial reporting and the IRS 990.

With the understanding that the presence of a fully engaged finance committee is a strong indication that our organization is committed to good stewardship and is actively building and preserving the financial resources necessary to support the accomplishment of our mission and purpose, both for the short and the long term.

Section 4: The Elections Nomination Committee

Elections Nomination Committee shall consist of 5 members of the NCNCHINC and will be responsible for considering, investigating, and nominating prospective officers, committee and board members, as described in Article IV Section 1 of this, taking into consideration the NCNCHINC broad and diverse constituency. All possible efforts should be made to make sure that those nominated for office are representative of those high ideals, standards, and inspirational teachings that we seek to adhere to, foster, and emulate in the NCNCHINC. Those chosen for nomination should also, inherently, subscribe to and be willing to defend the standards of the organization, to include those contained in Article III (Purpose) of these bylaws. The elections nomination committee is selected by the board of directors.

ARTICLE XII - SENIOR STAFF

The board, at its sole discretion, shall determine the stipend or compensation that shall be paid to each senior staff member; always keeping in mind the needs of the NCNCHINC, while continually weighing and balancing good business practice and fiscal responsibility. Senior staff shall directly or indirectly report to the board in accordance with these bylaws and subsequent policies contained in the policies and procedures manual. Full job descriptions shall be contained in the appropriate aforementioned manual.

Section 1 Webmaster

The webmaster shall be appointed and/or hired by the president on behalf of the board. The webmaster shall be responsible for implementing the ongoing development of the NCNCHINC website, performing site maintenance, implementing the NCNCHINC standards for design, and performing quality-control. In addition, he/she shall develop other such strategies to further the organization's presence on the World Wide Web, and stay at the forefront of innovative technologies that can be incorporated into and work in conjunction with the organizations website. He/she shall report to the president and shall appear and report to the board whenever so requested.

Section 2 Director of Maintenance –

The Head of Maintenance shall be appointed and/or hired by the President on behalf of the board. The director of maintenance shall be responsible for the maintenance all properties belonging to and controlled by the NCNCHINC. Specific details concerning the job will be posted in the job description or by the directive of the president.

Section 3 Director of Human Recourses (HR):

The director of human resources shall be appointed and/or hired by the president on behalf of the board. The director of human resources will be responsible for the job description of employees, employee benefits, and employment and employee disputes. And assist in the designing the policies and procedures manual for all employees and senior staff members.

Section 4 Director of Resources and Development (R&D):

The director of resources and development shall be appointed and/or hired by the President on behalf of the Board. The director of resources and development will be responsible for fund raising & fund raising activities and will report directly to the president.

Section 5 Staff Personnel:

Staff personnel will be hired from time to time as well as volunteers and community services applicants based on the needs and budgetary conditions of the NCNCHINC. The NCNCHINC cannot hire personnel it cannot afford to pay or borrow money to do so. The NCNCHINC cannot borrow money to pay salaries.

We are an equal opportunity employer and can not and will not discriminate against anyone regardless of **RACE, COLOR, RELIGION, SEX, NATIONAL ORIGIN, INDIVIDUALS WITH DISABILITIES, DISABLED, RECENTLY SEPARATED, OTHER PROTECTED, AND ARMED FORCES SERVICE MEDAL VETERANS, or RETALIATION.**

ARTICLE XIII: CLIENTS

The services we render to the general public in fulfilling our purpose and current agendas will sometimes be on a first come first served basis or as competitive grants depending on the criteria on how the money for the services was received by the NCNCHINC. This will be determined by the board with the assistance of the executive committee.

We are an Equal opportunity charity and will not deny any of our services to the general public based on **RACE, COLOR, NATIONAL ORIGIN, SEX or INDIVIDUALS WITH DISABILITIES.**

ARTICLE XIV: AMENDMENTS

Section 1 Amendments

The bylaws of this NCNCHINC may be amended when necessary, by a vote of the board of directors. Article X Section 6 applies. Proposed amendments must be submitted to the Secretary at a minimum of two weeks prior to a Board Meeting and sent out with the regular Board announcements or a special meeting.

The powers of the President/Chairman of the Board Frank Paul Jones is not amendable as well as his duration in office, with the exception that if he agrees to the amendments for the good of the NCNCHINC, it is amendable. However, once his first full term of office is completed, his term of office and rules for termination will be amendable. All amendments by the board of directors require at least a 2/3 decision by the board.

ARTICLE XV: The Charitable Commitment of the NCNCHINC

The NCNCHINC will never spend more than 30% of its income from donations and grants totaling above \$20,000 on administrative cost in any given fiscal year, this is to

insure that the most basic expenses are covered to include at a minimum utilities and insurance cost, to protect the health of the NCNCHINC. This is the commitment of the NCNCHINC to insure that the money given to the NCNCHINC goes towards our purposes, causes and agendas.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 Three hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE XVI Adding Members to the Board of Directors:

Any three members of the board of directors can invite a new member to be selected to join on the board of directors. The selection has to be approved by the chairman of the board and then it is put to a vote by the board of directors. If for some reason a quorum cannot be met, in such case the chairman of the board has to authority to add members to the board of directors to protect the health and integrity of the NCNCHINC.

ARTICLE XVII Dissolution Clause

In accordance with Florida Code 617.1402 Dissolution of corporation, the dissolution clause is as stated.

617.1402 Dissolution of corporation.--A corporation desiring to dissolve and wind up its affairs must adopt a resolution to dissolve in the following manner:

(1) If the corporation has members entitled to vote on a resolution to dissolve, and unless the board of directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the board of directors must adopt a

resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast.

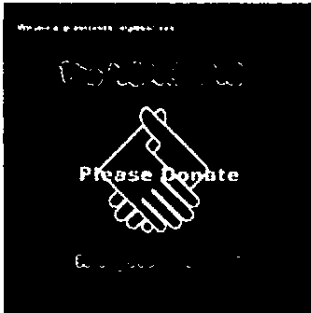
(2) If the corporation has no members or if its members are not entitled to vote on a resolution to dissolve, the dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office.

(3) The manner of dissolution of the NCNCHINC: Only if the chairman of the board deems it necessary to dissolve the NCNCHINC, can there be a dissolution of the NCNCHINC and he must in writing present his proposal to the board of directors as well as why this is necessary and a special meeting must be announced to all board members according to these bylaws, in writing to the last known address of all directors. Membership cannot vote on the organization's dissolution, this vote is restricted to the board of directors. If a quorum is met and a majority agrees to the dissolution proposal all assets may be liquidated according to the dissolution proposal and all debts should be paid in full if possible. The vice-chair cannot act in this capacity, even if acting as the chairman of the board.

(4) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of July 1st 2013.

CERTIFICATION



These bylaws were endorsed by the Executive Committee, approved by the Board of Directors and the President signed it in the behalf of the Board.

Effective immediately: Date: July 1st, 2013

A handwritten signature in cursive script, appearing to read "Frank Paul Jones". The signature is written in black ink on a white background.

Frank Paul Jones

Signed by the president and chairman of the board of the National Community Network and Coalition of Highlands, INC: