

N10000007669

(Requestor's Name)

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(Address)

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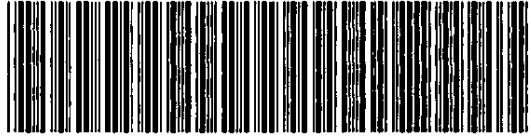
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(Document Number)

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TALLAHASSEE, FLORIDA

Amend  
TB 1-26-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Stork's Nest of Jacksonville, Inc.

**DOCUMENT NUMBER:** N10000007669

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

Please return all correspondence concerning this matter to the following:

Dr. Victoria Bryant-Riggins  
(Name of Contact Person)

Beta Alpha Zeta Chapter of Zeta Phi Beta Sorority  
(Firm/ Company)

P.O. Box 41302  
(Address)

Jacksonville FL 32203  
(City/ State and Zip Code)

Bryrig1@comcast.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dr. Victoria Bryant-Riggins at ( 904 ) 945-3103  
(Name of Contact Person) (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  
2011 JAN 24 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Stork's Nest of Jacksonville Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000007669

(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:**

*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**)

3805 Moncrief Road W.

Jacksonville, FL 32209

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

**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:

\_\_\_\_\_

3805 Moncrief Road W.

New Registered Office Address:

(Florida street address)

Jacksonville

(City)

Florida 32203

(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.*

\_\_\_\_\_  
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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>CP</u>	<u>Dr. Vallie Holloway</u>	<u>824 First Avenue</u> <u>Jacksonville Beach FL</u> <u>32250</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VCP</u>	<u>Jewell Flornoy</u>	<u>44 W. 16th Street</u> <u>Jacksonville FL</u> <u>32206</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>_____</u>	<u>_____</u>	<u>_____</u> <u>_____</u> <u>_____</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

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

Article VI - Officers, Qualifications, Election, Duties, Removal and Term in office

Article VII - Corporation not to benefit officers and/or be used to back political campaigns

Article VIII - Fiscal Year Designation

Article IX - Bills and Notes

Article X - Corporate Offices

Article XI - Amendments

Article XII - Waiver of Notice

Article XIII - Name of Officers

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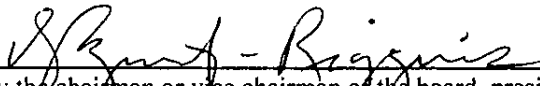
The date of each amendment(s) adoption: January 9, 2010  
(date of adoption is required)

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 January 9, 2010

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)

Dr. Victoria Bryant-Riggins  
(Typed or printed name of person signing)

President  
(Title of person signing)



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

**Article I**  
Name

The name of the Corporation shall be Stork's Nest of Jacksonville Inc.

**Article II**  
Location

The place in this state where the principal office of the Corporation is to be located is the City of Jacksonville, Florida, Duval County.

**Article III**  
Objective

**SECTION 1 CORPORATE:**

Stork's Nest of Jacksonville Inc. Shall be the non-profit corporation of the Beta Alpha Zeta Chapter of Zeta Phi Beta Sorority.

**SECTION 2 Purpose:**

Stork's Nest of Jacksonville Inc. shall maintain a non-profit corporate status with perpetual terms to pursue its Community Service, Educational, and Charitable purposes.

To promote prenatal care participation and healthy behaviors during and after pregnancy,

To provide annual scholarships to graduating high school seniors in Duval, County, Florida,

To promote the general social welfare of communities,

To assist in carrying out its objectives, Stork's Nest of Jacksonville may establish one or more Foundations, separate and apart from its other funds, exclusively for religious, charitable, scientific, literary, cultural, and educational purposes, and/or for the prevention of cruelty to animals.



These separate Foundations shall be established by guidelines that will qualify Stork's Nest of Jacksonville for exemption under the Internal Revenue Code and contributions to such entities will be tax deductible.

**SECTION 3 PARLIAMENTARY:**

The Constitution and Bylaws of the Stork's Nest of Jacksonville govern the proceedings of Stork's Nest of Jacksonville, and is subject to Robert's Rules of Order and the Laws of Incorporation of the State of Florida.

**Article IV**

Upon the dissolution of the corporation, all assets remaining after clearance of all indebtedness 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.

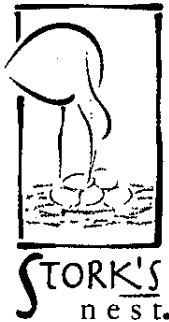
**Board of Directors**

**Section 1. Number and Qualifications.** The Board of Directors consisting or not less than four (4) and not more than seven (15) persons who shall be of legal age. The Board of Directors shall be required to be residents or property owners or business owners within the State of Florida.

**Section 2. Advisory Committee.** The Board of Directors may appoint members of the community at large to serve as members of the Advisory Committee. They shall be residents or property owners or business owners within the State of Florida.

**Section 3. Nominating Committee.** The Chairperson shall, previous to each annual meeting of the Board of Directors of the Corporation, appoint a Nominating Committee whose duty it shall be to present a list of nominations for such vacancies on the Board of Directors as are to be filled.

**Section 4 Manner of Election of Board of Directors.** Elections shall be conducted during the annual meeting of the Board of Directors by secret ballot by a majority vote of those members of the Board of Directors.



**Section 5 Term of Office.** Directors shall be appointed in the first instance for two (2) years. Thereafter, Directors shall be elected by majority vote of the Board of Directors for such periods as the vacancies they are elected to fill carries. Nothing herein contained shall be construed to prevent the election of a Director to succeed him/herself.

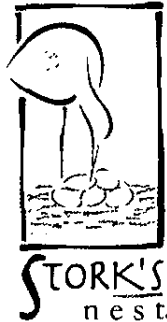
The members of the Board or Directors, unless removed as hereinafter provided, shall hold office until their successors have been duly elected.

**Section 6 Governance.** The management of the business and affairs of the Corporation shall be vested in a Board of Directors.

**Section 7 Powers and Duties of the Board of Directors.** It shall be the duty of the Board of Directors to carry out the purpose of the Corporation subject to the Articles of Incorporation and the Bylaws. In addition to and without limiting the general powers vested in the Board of Directors, it shall have the following specific powers:

- (a) To add, suspend and expel Board members; to make and amend rules and regulations governing the admission of Board members subject to the Articles of Incorporation and the Bylaws; to make and amend rules and regulations consistent with the Bylaws that they may deem necessary; and to fix and remit penalties for violations of the Bylaws, the rules and regulation of the Corporation and generally to exercise all the power and authority necessary for the proper government and management of the affairs of the Corporation;
- (b) The Board of Directors may enter into all such negotiations and contracts, and rescind and do all such acts, deeds, and the things in the name and on behalf of the Corporation as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purpose of the Corporation. The rules contained in the most current edition of Roberts Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules or order the Corporation may adopt;
- (c) To approve long range plans and an annual plan of operation, and establish policies, make recommendations and change rules and regulations for the management of the Corporation;
- (d) To approve and adopt an annual budget setting forth in details the proposed expenditures for the work of the Corporation during the ensuing calendar year, as well as major interim budgets;





- (e) To maintain the financial integrity of the Corporation and direct expenditures of the Corporation's funds within the limits set by the annual budget;
- (f) To acquire on behalf of the Corporation property rights at such prices and upon such terms as it may deem expedient;
- (g) To approve checks, contracts and other agreements on behalf of the Corporation;
- (h) To delegate any or the powers of the Board of Directors to any committee or the Board or to any officer or agent of the Corporation, and to appoint any person or persons to be agents of the Corporation, with such powers, including the power or sub-delegation, and upon such terms as the Board may deem fit;
- (i) To adopt and disseminate an annual report of the Corporation.
- (j) Receive committee recommendations and act on them.

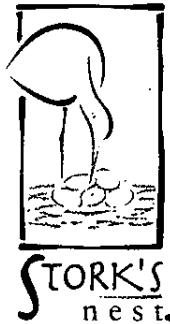
The Board of Directors shall in general control and manage the affairs and business of the Corporation and shall use the same degree of due diligence or effort, skill and care that an ordinarily prudent person would use in similar circumstances.

**Section 8 Conflict of Interest.** In matters pertaining to contracts and transactions between the Corporations, members of the Board of Directors, conflict of interest shall be deemed to have been avoided if the common-interested member of the Board of Directors has not participated in any decision in which he/she has, directly or indirectly, a financial or personal interest.

**Section 9 General Meetings of the Board of Directors.** General meetings shall be held at least once each quarter or each and every calendar year at such time as may be prescribed by the Directors.

**Section 10 Special Meetings.** Special meetings of the Board of Directors may be called at any time by a majority of members of the Board or Directors.

The secretary shall give personally, e-mail or by regular mail, the latter addressed to each member of the Board of Directors at his/her last known address, not less than ten (10) calendar days before such special meeting to each director, written notice stating the location, date and hour of the meeting, and the purpose or purposes for which the meeting is called and the name of the person by whom or at whose request the meeting is called.



No other business other than that specified in the notice of meeting shall be transacted at any special meeting.

**Section 11 Annual Meeting or the Board of Directors.** The annual meeting or the Board of Directors for the election of Officers, approval of the annual budget and the transaction or such other business as may properly come before it shall be held on the first Saturday of May of each and every year at a time and at any venue as a majority of the members of the Executive Committee of the Board of Directors may deem appropriate.

**Section 12 Notice of Meetings.** Notice of general meetings or the Secretary shall give the Board of Directors personally, by email or by regular mail, to each Director not less than thirty (30) calendar days prior to the date of the meeting. Notice shall be written and shall state the location, date and hour of the meeting.

**Section 13 Quorum.** A quorum shall consist of four or one-fourth (1/4) of the members of the Board of Directors (which ever is greater) present in person for meetings.

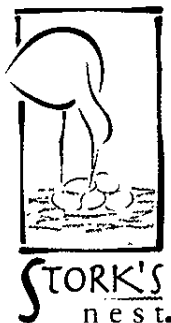
**Section 14 Voting.** Only duly elected or appointed members of the Board of Directors shall be entitled to vote. Board of Directors members may each cast one (1) vote and may vote by proxy on specific issues following guidelines approved by the Board of Directors.

**Section 15 Removal of Directors.** The Board of Directors may remove a member of the Board upon that director's failure to attend three (3) consecutive meetings and/or special meetings of the Board without providing an acceptable reason in advance to the Board, or for conduct inimical to the well-being or interest of the Corporation. Such removal must be by a two-thirds vote of those Board members present at any Board meeting, provided that written notice to the affected member of the Board of Directors was sent by Certified Mail Return Receipt Requested to his/her last known mailing address at least fourteen (14) calendar days prior to such vote.

No member of the Board of Directors may be removed from office except as specified in these Bylaws.

**Section 16 Resignation.** Any member of the Board of Directors may resign his/her office at any time, such resignation to be made in writing and delivered either in person or by mail to the Chairperson, such resignation to take effect immediately without acceptance.

**Section 17 Indemnification and Limitation of Liability.** Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against all expenses actually incurred by him/her in connection with the defense of any action, suit or other proceedings in which he/she is made a party by reason of his/her being in relation to matters as to which he/she shall be adjudged in such action, suite or



proceedings except where he/she may be liable for gross negligence or wanton misconduct in the performance of his/her duties as such Director or Officer. The right of indemnification provided in this section shall inure to each Director or Officer referred to in this section, whether or not he/she is such Director or Officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death or incompetence, shall extend to his/her legal representatives.

**Section 18 Vacancies.** Vacancies on the Board of Directors shall be filled by a simple majority vote of the members of the Board of Directors at a special meeting of the Board of Directors called pursuant to section 9 of these Bylaws. Any person elected to fill a vacancy shall serve for the un-expired portion of the term.

## Article V

### **Registered Agent**

The name and street address of the Registered Agent shall be The Beta Alpha Zeta Chapter of Zeta Phi Beta Sorority, 3805 Moncrief Rd. Jacksonville, FL 32209. The President of the Beta Alpha Zeta Chapter of Zeta Phi Beta Sorority shall serve as a permanent ex-officio member of the Board of Directors of the Stork's Nest of Jacksonville and shall act as the registered agent during her term in office. Officers of the Beta Alpha Zeta Chapter of Zeta Phi Beta Sorority shall serve as the initial Officers of Stork's Nest of Jacksonville with the exception of the Chairperson and Vice Chairperson who shall be appointed by the President. The founding officers are President, Secretary, Treasurer, Financial Secretary, Reporter, Chairperson and Vice Chairperson.

## Article VI

### **Officers**

**Section 1 Officers and Qualifications.** The Officers of the Board of Directors shall be the Chairperson, Vice Chairperson, Secretary, Secretary-Treasurer and Treasurer. The initial Officers as designated in the Articles of Incorporation shall serve until the organization meeting of the Board of Directors and the first election of Officers of the Corporation.

**Section 2 Election.** All Officers of the Corporation shall be elected at the Annual meeting of the Board of Directors, or at a special meeting of the Board of Directors in accordance with Article III Section 9 of these Bylaws.



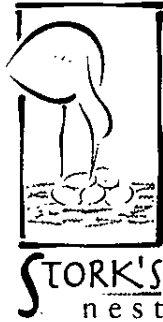
**Section 3 Term of Office.** All Officers of the Corporation shall hold office for two (2) years. Chairperson (even years) Vice Chairperson (odd years) Secretary (odd years) Secretary-Treasurer (even years) Treasurer (odd years) until their successors have been duly elected and have qualified. Elected officers may qualify for and seek election for two consecutive terms in the same office. Under special conditions, this article may be waived by a two-thirds vote of financial members present at a regular meeting of which a written ten-day notice of this purpose has been sent to the membership.

**Section 4 Removal of Office.** Officers may be removed pursuant to the provision as stated in Article V of the Articles of Incorporation.

**Section 5 Duties of Officers.** The duties and powers of the Officers of the Corporation shall be as follows:

**Chairperson**

- (a) The Chairperson shall serve as chair of the Board of Directors, and an ex officio member of each standing committee of the Corporation. He/she shall preside at all meetings of the Board or Directors;
- (b) He/she shall serve as chair of the Executive Committee, and shall preside at all meetings of the Executive Committee;
- (c) Subject to the approval of the board of Directors and except as herein otherwise provided, he/she shall appoint all committees and shall have the power to remove any member there from and shall be an ex officio member of all committees;
- (d) He/she shall present at each annual meeting of the Board Directors a report on the condition of the business of the Corporation;
- (e) He/she shall cause to be called general and special meetings of the Board of Directors in accordance with the requirements of statute and of these Bylaws;
- (f) He/she shall make, sign, execute and endorse all agreements and contracts in the name of the Corporation, and sign and execute all checks, drafts, notes, and other orders for the payment of money, under the direction of the Board of Directors;



- (g) He/she shall cause all books, reports, statements, and certifications to be properly kept and filed as required by statute; and
- (h) He/she shall enforce these Bylaws and perform all duties incident to his/her office and which law requires. He/she shall have general supervision over the business of the Corporation and over its Officers, subject to the control of the Board of Directors.

### **Vice Chairperson**

At the request of the Chairperson, or in case of his/her absence or disability, the Vice-Chairperson shall perform all duties of the Chairperson and, when so acting, he/she shall have all the powers and be subject to all the restrictions upon the Chairperson.

Additionally:

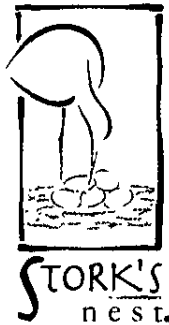
- (a) He/she shall be responsible for the effective functioning of all committees;
- (b) He/she shall perform such duties and functions as may from time to time be assigned to him/her by the Board of Directors or by the Chairperson; and
- (c) He/she shall serve as Chair of the Legal Committee or the Board of Directors, and shall preside at all meetings of the Legal Committee.

### **Secretary**

- (a) The Secretary shall accurately record, transcribe and distribute the official minutes of the meetings of the Board of Directors and the Executive Committee;
- (b) He/she shall serve as chair of the Nominating Committee of the Board of Directors and shall preside at all meetings of the Nominating Committee;
- (c) He/she shall execute the official minutes of the Board of Directors' and the Executive Committee and shall cause a copy of each to be kept in the official minute book of the Corporation;



- (d) He/she shall issue the notices of meetings of the Board of Directors, including general meetings, special meetings, and annual meetings of the Board;
- (e) He/she shall be the custodian of the corporate records and seal of the Corporation, and shall affix the seal to corporate papers when required;
- (f) He/she shall keep at the principal office of the Corporation a corporate minute book containing certified copies of the following documents of the Corporation: The Articles of Incorporation and any amendments thereto, current Certificates of Status, official minutes of meetings of the Board of Directors and the Executive Committee, and all corporate reports filed on behalf of the Corporation. He/she shall also keep in the corporate minute book a copy of the official Corporate Bylaws of the Corporation, and an alphabetically arranged record of the members of the Board of Directors of the Corporation showing their last known mailing addresses and the dates they respectively became members of the Board of Directors of the Corporation;
- (g) He/she shall attest to the signatures of the Chairperson and the Vice-Chairperson on all Agreements, documents, instruments, and other papers that require the attestation Of the Corporation, except as otherwise provided by statute and by these Bylaws;
- (h) He/she shall notify all members of the Board of Directors, Officers and each committee Member of their election appointment or assignment;
- (i) He/she shall attend to the general corporate correspondence of the Corporation and shall distribute to each member of the Board of Directors at each general meeting copies of all communications received and issued by him;
- (j) He/she shall file all corporate reports as required by statute in a timely manner, and he/she shall see to it that all applicable certifications of the Corporation are filed and kept current;
- (k) He/she shall be historian for the Corporation; and
- (l) He/she shall perform all the other duties as may from time to time be assigned to him by the Board of Directors or by the Chairperson.



### **Secretary-Treasurer**

- (a) The Secretary-Treasurer shall receive all monies of the corporation turning over the same to the Treasurer and keeping a receipt of amount given. He/She shall prepare financial reports. Provide a written monthly report and annually. The reports shall include the total amount received by category.

### **Treasurer**

- (a) The Treasurer shall have the care and Custody of and be responsible for all the funds and securities of the Corporation, and shall cause to be deposited such funds and securities in the name of the Corporation in such banks and safe deposit companies as the Board of Directors may designate;
- (b) He/she shall receive all monies due the Corporation, and have general charge of its funds and accounts and shall disburse the funds of the Corporation as directed by the Board of Directors or on bills certified by appropriate committees;
- (c) He/she shall serve as chair of the Finance Committee of the Board of Directors, and shall preside at all meetings of the Finance Committee;
- (d) He/she shall serve as Finance Committee liaison to the Board of Directors;
- (e) He/she shall keep accurate books of account of all the Corporation's business and transactions and shall at all reasonable hours exhibit books and accounts to any member of the Board of Directors upon application;
- (f) He/she shall render and present a full written report consisting of a listing of expenditures, and current financial statements of the Corporation consistent with all applicable laws, regulations, contracts and grants and based upon generally accepted accounting principles ((GAAP"), current federal Office of Management and Budget ("OMB") and Federal Accounting Standards Board ("FASB") requirements, at each general meeting of the Board of Directors and at such other times as shall be required of him/her. He shall also, in conjunction with the



Chairperson provide in a timely manner such financial documentation as shall be required for the preparation of an audit and compliance report on the condition of the Corporation by the Corporation's independent auditor(s). The Treasurer shall also present a copy of such completed audit of the most recently ended calendar year of the Corporation to each member of the Board of Directors within fifteen (15) calendar days of the completion of such audit;

- (g) He/she shall cause to be filed all state and federal income tax returns and reports in a timely manner;
- (h) He/she shall review the financial affairs of the Corporation as necessary with the Corporation's Board of Directors and Independent auditor(s);
- (i) He/she shall ensure the safeguarding of the assets of the Corporation through appropriate controls;
- (j) He/she shall in general perform all duties incident to the office of Treasurer and such duties; as may from time to time be prescribed by the Bylaws or assigned to him by the Board of Directors or by the Chairperson;
- (k) If required by the Board of Directors, he shall give such bond, as it shall be determined appropriate for the faithful performance of his duties, and he shall recommend to the Board of Directors other Officers of the Corporation who should be bonded.
- (l) All financial books of the Corporation shall be maintained within the State of Florida.

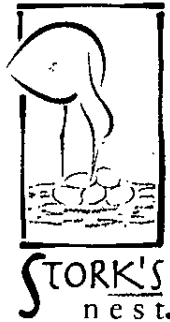
#### **Other Officers**

The Chairperson may appoint such other Officers and assign such duties as needed, subject to the approval of the Board of Directors.

**Section 6. Vacancies.** All vacancies in any office shall be filled promptly by the Board of Directors at a special meeting called for that purpose.

**Section 7. Compensation of Board Members.** No member of the Board of Directors shall receive monetary or other tangible compensation for serving as members of the Board of Directors of the Corporation.





**Section 1 General.** Certain areas of the Corporation's administration may be assigned to committees for supervision of details, but such areas remains part of the basic responsibility of the Board of Directors. The Board of Directors, therefore in general, must approve all committee actions or, when it deems necessary, the Board of Directors may initiate action in any area without prior referral to a committee.

Each standing committee shall consist of at least two (2) members of the Board of Directors, except as otherwise specified elsewhere in these Bylaws. Any member of the Board of Directors may serve on more than one (1) committee. Members of each standing committee shall be elected at the annual meeting of the Corporation to serve for a term of three (2) years. Vacancies on each standing committee shall be filled by appointment by the Chairperson.

A simple majority of the members of each standing committee, or ad hoc committee shall constitute a quorum for the transaction of the business of the committee.

Written minutes shall be kept of all committee meetings and shall be filed with the Secretary in a timely manner.

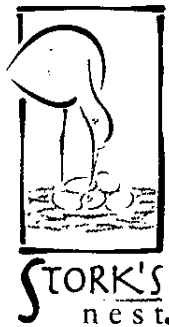
**Section 2. Standing Committee Structure and Composition.** The standing committees of the Board of Directors shall be The Executive Committee, the Finance Committee, the Program Committee, the Legal Committee, and the nominating Committee.

### **Function of Standing Committees**

**Section 3. Executive Committee.** There shall be an Executive Committee, members of which shall be the Chairperson, Vice Chairperson, Secretary, Secretary-Treasurer and Treasurer of the Corporation. The Executive Committee of the Board of Directors shall have general oversight over the operations of the Corporation, and shall consider matters of the Corporation's business and recommend action or, those matters to the Board of Directors at its general or special meetings. The Executive Committee shall also act in matters of emergency when the full Board of Directors is unable to act on the Corporation's business.

The Executive Committee shall hold meetings at the call of the Chairperson or any two other members of the Executive Committee.

Except in matters of emergency when the full Board of Directors is unable to act, the authority of the Executive Committee shall be subordinate to the authority of the Board of Directors. At no time and under no circumstances shall action by the Executive



Committee be construed to constitute action by the full Board of Directors. The Executive Committee shall also develop policies governing long-range planning on behalf of the Corporation and shall recommend to the full Board of Directors fiscal, and property resources that will be needed by the Corporation for the effective management and delivery of its services over the next three (2) years.

**Section 4. Finance Committee.** The Finance Committee shall hold meetings at the call of the Treasurer or any two other members of the Finance Committee.

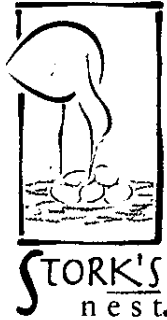
The Finance Committee shall supervise the financial affairs of the Corporation under the direction of the Board of Directors. It shall review the final annual budget of the Corporation for submittal to the Board of Directors for approval and adoption. It shall recommend to the Board of Directors the long-range program for the handling of the Corporation's finances, and shall keep such recommendations current. It shall set goals, strategy and select leadership for fund raising campaigns and other fund raising and grant raising endeavors consistent with the Corporation's needs and subject to approval and evaluation by the Board of Directors, and shall monitor the campaign(s) and recommend policies and procedures governing such campaign(s) to the Board of Directors.

The Finance Committee shall, in conjunction with the Corporation's Chairperson, Vice-Chairperson of Finance and independent auditor(s), review the accounting records of the Corporation to assure accuracy and completeness and the use of proper accounting and financial management standards in compliance with all applicable laws, regulations, contracts and grants based upon generally accepted accounting standards and current OMB and FASB requirements. The Finance Committee shall report its findings to the Board of Directors annually or at such other times as considered prudent by the Corporation.

**Section 5. Program Committee.** The Program Committee shall hold meetings at the call of the Vice-Chairperson or any two other members of the Program Committee. The Chairperson and Vice Chairperson of the Board of Directors shall serve as an ex officio member of the Program Committee.

The Program Committee shall establish the Corporation's program for the delivery of its services shall have oversight responsibility over the ongoing planning and delivery of the Corporation's services and shall assist and advise in the planning and delivery of such services.

The Program Committee shall also recommend to the Executive Committee programs, budget and resources that will be needed by the Corporation for the effective delivery of its program services over the next two - (2) years.



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The Finance Committee shall, in conjunction with the Corporation's Chairperson, Vice-Chairperson of Finance and independent auditor(s), review the accounting records of the Corporation to assure accuracy and completeness and the use of proper accounting and financial management standards in compliance with all applicable laws, regulations, contracts and grants based upon generally accepted accounting standards and current OMB and FASB requirements. The Finance Committee shall report its findings to the Board of Directors annually or at such other times as considered prudent by the Corporation.

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The Program Committee shall establish the Corporation's program for the delivery of its services shall have oversight responsibility over the ongoing planning and delivery of the Corporation's services and shall assist and advise in the planning and delivery of such services.

The Program Committee shall also recommend to the Executive Committee programs, budget and resources that will be needed by the Corporation for the effective delivery of its program services over the next two - (2) years.



## **Article VII**

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 Third 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, 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 VIII**

### **Fiscal Year Designation**

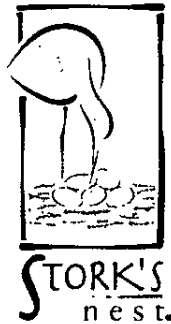
The fiscal year of the Corporation shall commence on July 1st and end on June 30 of each year.

## **Article IX**

### **Bills, Notes, Etc.**

**Section I. Execution.** All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by such Officer or Officers as the Board of Directors has designated in these Bylaws.

No Officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of the Corporation except as herein expressly prescribed and provided.



## **Article X**

### **Corporate Offices**

The principal office of the Corporation shall be located in the City of Jacksonville, State of Florida. The Board of Directors may change the location of the principal office of the Corporation from time to time within the State of Florida. Additionally, the Board of Directors may designate other offices within the State of Florida as the business of the Corporation may require.

## **Article XI**

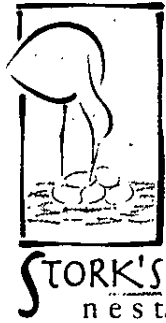
### **Amendments**

Amendments or other changes to these Bylaws may be proposed by resolution of the Board of Directors of by not less than fifty (51) percent of the members of the Board of Director who filed with the Secretary at least forty-five (45) days before a special meeting of the Board of Directors, a written statement of the proposed amendments or changes, signed by each of them. These Bylaws may be altered, or amended in any respect by the affirmative vote of two-thirds (2/3rds) of the Board of Directors, voting in person at a special meeting of the Board of Directors called for such purpose provided that written notice of the special meeting setting forth the proposed amendment or changes shall have been mailed to each member of the Board of Directors at least thirty (30) days prior to the meeting, and provided that such amendment or changes are consistent with the letter and intent of Section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

## **Article XII**

### **Waiver of Notice**

Whenever under the provision of these Bylaws or of any statute any member of the Board of Directors is entitled to notice of any general or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action may be taken without the giving of such notice, provided that every member of the Board of Directors entitled to such notice waives in writing the requirements of these Bylaws with respect thereto.



#### **Article XIV**

##### **Officers**

The names and addresses of the persons who are officers of the corporation are as follows:

President: Dr. Victoria Bryant-Riggins

12754 Shinnecock Court

Jacksonville, FL 32225

Treasurer: Alpha Hay

1346 W. 15<sup>th</sup> Street

Secretary: Demeatrice Gibbons

Jacksonville, FL

Jacksonville, FL

Financial Secretary: Latara Perkins

5520 Bennington Dr

Jacksonville, FL 32244

Chair/Reporter: Dr. Vallie Holloway

824 First Avenue

Jacksonville Beach, FL 32250

Vice Chair: Jewel Flornoy

44 W. 16<sup>th</sup> Street

Jacksonville, FL 32206