

N1300000006498

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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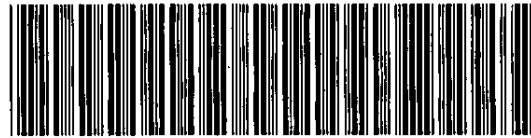
(Business Entity Name)

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Amend/CC  
@ 8.4.14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Lifeway Baptist University, Inc.

**DOCUMENT NUMBER:** N13000006498

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

Please return all correspondence concerning this matter to the following:

Pastor Jong O. Lee  
(Name of Contact Person)

Lifeway Baptist University, Inc.  
(Firm/ Company)

1614 CAMDEN AVENUE  
(Address)

JACKSONVILLE, FL 32207  
(City/ State and Zip Code)

jolee3202@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pastor Jong O. Lee at ( 904 ) 534-3236  
(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED  
14 JUL 21 PM 3: 14

Articles of Amendment  
to  
Articles of Incorporation  
of

Lifeway Baptist University, Inc.

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

N13000006498

(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)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**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:

(City)

, Florida

(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)*

*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"/> <u>N/A</u> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<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)*

Add: ARTICLE XII DISSOLUTION OF LIFEWAY BAPTIST UNIVERSITY, INC.

Upon the dissolution of Lifeway its assets shall be distributed to one or more similar exempt organizations complying with section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed for a public purpose, or to a state or local government, or to the federal government. Any assets not disposed of in aforementioned manner shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of Lifeway is then located for such purposes or to such organization(s) organized and operated exclusively for such purposes, as said Court shall determine.

# Lifeway Baptist University, Inc. Conflict of Interest Policy

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## Article I

### Purpose

The purpose of the conflict of interest policy is to protect Lifeway Baptist University, Inc.'s (hereafter referenced as Lifeway) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Lifeway or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Florida and federal laws governing conflict of interest applicable to the Lifeway nonprofit and charitable organization..

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## Article II

### Definitions

#### **1. Interested Person**

Any Lifeway director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Lifeway has a transaction or arrangement,
- b. A compensation arrangement with Lifeway or with any entity or individual with which the Lifeway has a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Lifeway is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Lifeway governing board or committee decides that a conflict of interest exists.

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## Article III

### Procedures

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Lifeway directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Lifeway governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Lifeway governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Lifeway governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Lifeway governing board or committee shall determine whether Lifeway can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

## Lifeway Baptist University, Inc. Conflict of Interest Policy

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Lifeway governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Lifeway's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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### 4. Violations of the Conflicts of Interest Policy

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a. If the Lifeway governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Lifeway governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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### Article IV

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#### Records of Proceedings

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The minutes of the Lifeway governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Lifeway governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

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### Article V

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#### Compensation

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No voting member of the Lifeway governing board or duly appointed committees receives compensation, directly or indirectly, from Lifeway for services is precluded from voting on matters pertaining to that member's compensation.

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### Article VI

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#### Annual Statements

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Each Lifeway director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Lifeway is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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### Article VII

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#### Periodic Reviews

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## Lifeway Baptist University, Inc. Conflict of Interest Policy

To ensure that Lifeway operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

- a. No voting member of the Lifeway governing board or duly appointed committees receives compensation, directly or indirectly, from Lifeway for services.
- b. Whether partnerships, joint ventures, and arrangements with management conform to the Lifeway's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

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### Article VIII

#### Use of Outside Experts

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When conducting the periodic reviews as provided for in Article VII, Lifeway may use outside advisors. The use of outside advisors shall not relieve the Lifeway governing board of its responsibility for ensuring periodic reviews are conducted.

**NOTE: Brother Lee (Delete the following off of this document after reading it)**  
**General guidelines should include the following excellent overview items as a minimum.**

#### ***Conflicts of interest (Overview items)***

Board members that have conflicts of interest with Lifeway in connection with business transactions must be careful to follow appropriate procedures in addressing such transactions. For example, if a board member owns a construction company that Lifeway is considering hiring to perform a construction project, the board member has a conflict of interest with respect to the proposed transaction. Nonprofit Lifeway should have a good conflicts-of-interest policy that addresses such situations by requiring procedures similar to the following:

- The conflicted board member is excused from discussion (other than preliminary discussions to help other board members understand the facts) and voting on the matter;
- The board members without a conflict (or a committee thereof) evaluate comparability data (such as competing bids, appraisals, etc.) to determine that the terms of the transaction would be fair market value or better to the Lifeway ;
- The board or committee determines whether it believes the transaction would be in the best interests of Lifeway (assuming the terms are determined to be fair value or better); and
- The board or committee members vote on the transaction and record their decision (and the basis for it) contemporaneously in the minutes of the board or committee.



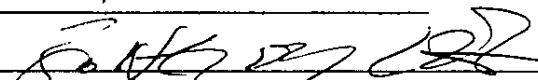
The date of each amendment(s) adoption: June 23, 2014, if other than the date this document was signed.

Effective date if applicable: June 23, 2014  
*(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 June 23, 2014

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)

Pastor Jong O. Lee  
(Typed or printed name of person signing)

President  
(Title of person signing)