

N18 0000 13313

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

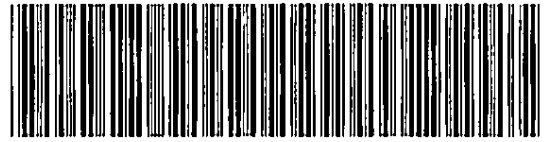
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900372022819

08/23/21--01027--014 \*\*43.75

FILED  
2021 AUG 23 PM 3:47  
CLERK OF SUPERIOR COURT  
STATE OF NEW YORK

A. Butler  
9/2/21

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: KP Cores Foundation Inc.

DOCUMENT NUMBER: N18000013313

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

Please return all correspondence concerning this matter to the following:

David Torrence

(Name of Contact Person)

(Firm/ Company)

404 NW 68th Ave #217

(Address)

Plantation, FL 33317

(City/ State and Zip Code)

david@kpsystem.org

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

For further information concerning this matter, please call:

David Torrence

(Name of Contact Person)

954.536.0161

(Area Code) (Daytime Telephone Number)

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

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

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

KP Cares Foundation Inc.

FILED

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

2021 AUG 23 PM 3:47

N18000013313

(Document Number of Corporation (if known))

SECRETARY OF STATE  
TALLAHASSEE, FL

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**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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: \_\_\_\_\_

(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.*

\_\_\_\_\_  
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 type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>VP</u>	<u>Brittany Gill</u>	<u>8541 Peconic Dr.</u> <u>Orlando, FL 32855</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>SEC</u>	<u>Tyler Heeter</u>	<u>7551 SW 10<sup>th</sup> Ct APT. B</u> <u>N. Lauderdale, FL 33067</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>SEC</u>	<u>Autum Whitfield</u>	<u>9707 N New River Canal Rd</u> <u>Plantation FL 33324</u>
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)

Bi-laws (attached)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Effective date if applicable: 8/15/21  
*(no more than 90 days after amendment file date)*

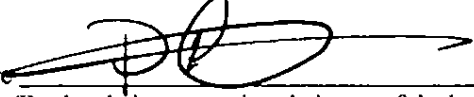
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 8/15/21

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)

David Torrence  
(Typed or printed name of person signing)

President  
(Title of person signing)

# KP CARES FOUNDATION, INC.

## BYLAWS

### PREAMBLE

This organization shall be known as KP Cares Foundation, Inc (KP). KP is organized in accordance with the Florida Not For Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the Directors or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. KP shall not direct or participate in any activities not permitted by any organization that is exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The purpose of the organization is to:

**aims to revolutionize the lives of inner-city youth by assisting the youth within the community to recognize their potential.**

KP is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**AMENDMENTS TO THE BYLAWS AND A DEFINITION OF KEY TERMS  
ARE LOCATED IN THE FINAL PAGE OF THIS DOCUMENT.**

# ARTICLE I

## MEETINGS

Board meetings are not required to be held at a geographic location if the meeting is held via electronic communications where Directors are able to read or hear the proceedings, note on matters submitted, pose questions, and make comments.

**Section 1. Annual Meeting.** An annual mandatory meeting of the entire Membership and Board shall be held once each calendar year for the purpose of review of amendments, financials, policies and other such business relevant to Board governance and transparency of said governance. The annual meeting shall be held at the time and place designated by the Board of Directors and can be conducted remotely, if so required.

**Section 2. Meetings of the Board.** The Board shall hold meetings on a quarterly basis (first monday of each quarter) to discuss and transact board business and vote on relevant issues.

**Section 3. Meetings of the Members.** Meetings of the Members shall be held monthly to manage issues, relevant updates and concerns of the general membership.

**Section 4. Special Meetings.** Special meetings may be called by the President, or any two Directors.

**Section 5. Notice.** Written notice of all meetings shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be delivered to all stakeholders of record at least seven (7) days prior to the meeting.

**Section 6. Place of Meeting.** Meetings shall be held at a predetermined place as stated in the notice. Regular or special meetings may be conducted through the use of any means of communication by which all participants may hear each other during the meeting. Any participant in a meeting by this means shall be deemed to be present and in person at the meeting.

**Section 7. Quorum.** A majority of the Directors shall constitute a quorum at a meeting. In the absence of a quorum, the Directors may adjourn the meeting to another time without further notice. If a quorum is present at a meeting, any business may be transacted as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

**Section 8. Procedures.** The vote of a majority of the Directors present at a properly called meeting at which a quorum is present, shall be deemed a valid vote by the



Board. A Director of the organization who is present at a Board meeting where any corporate matter is taken, shall be presumed to have assented to the action taken, unless their dissent is entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 9. Informal Action.** Any action required to be taken at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action, is signed by the Directors with respect to the subject matter of the vote.

## ARTICLE II

### DIRECTORS

**Section 1. Appointment to the Board of Directors.** The organization shall be governed by a Board of Directors who shall be appointed to the Board for a term of three (3) years, at which time they are subject to reappointment by majority vote of the Board. Terms begin the 2nd Monday of January following the November vote. The term will commence once the Oath of Office has been administered and signed at that January meeting.

**Section 2. Quorum.** A majority of Directors shall constitute a quorum.

**Section 3. Conflict of Interest.** Directors are required to disclose whether there is an actual or potential conflict of interest in a given matter that is up for vote and in doing so, recuse themselves from said vote. Failure to recuse shall constitute grounds for sanctions which will be decided by a majority of valid votes cast at a meeting of the Board, including the member in question in order that he/she may address the Board in his/her defense.

**Section 4. Regular Meeting.** The Board of Directors shall meet for the purpose of appointing new committees and chairpersons, fiscal updates, introducing new business and transacting such other business as may be deemed appropriate. Minutes of the meeting shall be sent to Directors of the Board within two weeks after the meeting. An agenda for an upcoming meeting shall be delivered to Directors' upon request at least one week prior in order for Directors to make additions and other amendments to the agenda.

**Section 5. Special Meetings.** Special meetings will be held as stated in Article 1 Section 4.

**Section 6. Attendance.** Board Members are required to attend any and all meetings and Alliance functions.

**Section 7. Procedures.** The vote of a majority of the Directors present at a properly called meeting at which a quorum is present, shall be deemed a valid vote by the Board. A Director of the organization who is present at a Board meeting where any corporate matter is taken, shall be presumed to have assented to the action taken, unless their dissent is entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of Directors, or a Committee of Directors, may be taken without a meeting if consent in writing setting forth the action so taken, is signed by all of the Directors or all of the members of the committee, as the case may be.

**Section 9. Removal / Vacancies.** A Director shall be subject to removal when there is probable cause relating to misfeasance, malfeasance and nonfeasance of duty and/or in response to any action undertaken by a Director that runs counter to the mission, intent and integrity of the organization and/or negatively impacts the organization. Such removal shall take place by majority vote at a meeting specifically called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause shall be filled by an appointed Director who shall serve the remaining term of his or her predecessor, or until a successor has been appointed and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members, a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## ARTICLE III

### OFFICERS

**Section 1. Number of Officers.** The President and Board shall elect five (4) Directors who will hold specific Offices. Those Offices shall be that of Vice-President, Treasurer, Secretary and Financial Secretary. Two or more offices may be held by one person, except for the President, who may only occupy that single office.

**President.** The shall act as the Chief Executive Officer of the Alliance and shall perform such powers and duties as may be from time to time prescribed by the Board. More specifically, the Chair of the Board shall be

responsible for: Presiding, if present, at all meetings of the Board and the Executive Committee; Leading the Board and Executive Committee to carry out its governance functions; Ensuring the Board has approved policies to help ensure sound and compliant governance and management of the organization; Setting priorities and agendas for the Organization; Assessing the performance of the Board and its committees; Assuring ongoing recruitment, development, and contributions of Board members; Partnering with the Sergeant-at-Arms to help ensure the Board's directives, policies, and resolutions are carried out; Cultivating and soliciting major foundation grants and individual gifts; Serving as an ambassador of the organization and advocating its mission to internal and external stakeholders.

**Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in the absence of the Chair and shall assist that office in the discharge of its leadership duties. The Vice-Chair shall act as an ex-officio on all standing committees, lending support and guidance but in deference to the Committee Chair.

**Secretary.** The Secretary shall perform administrative functions and maintain control over those documents relating to the non-fiscal government of the Alliance. These shall include but are not limited to the Alliance's Certificate of Incorporation, and its Bylaws, with all amendments. In addition, he or she will keep a record, in the form of minutes, of all actions taken by the Board and the Executive Committee, and shall send those minutes on a timely basis to the members of those respective bodies. He or she shall manage board communications, forwarding expeditiously all matters pertaining to the other officers, heads of committees, and other relevant parties.

**Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors. He or she helps to determine policy concerning solicited services, collection of dues and donations and shall make reports of corporate finances as required, but no less often than at each regular meeting of the Board of Directors. The Treasurer is responsible for the deposit of all monies in such a manner and in such banks and in general has charge of, and is responsible for, all of the organization's funds.

**Financial Secretary.** The Financial Secretary shall oversee and maintain records concerning the flow of financial resources such as cash flow, money received (in) and distributed (out). He or she shall keep a register of members' dues and send out membership notices of dues owed and paid. He or she shall make quarterly reports to the Memberships/Executive Committee detailing bills to be paid and receipts collected, with notification of the committees involved in the transactions. The Financial Secretary shall provide to the Secretary reports of the receipt and deposit of all monies, and shall prepare bank drafts (checks) in such a manner as the Board shall from time to time prescribe.

**Section 2. Election and Term of Office.** Officers shall be elected bi-annually by the Board of Directors. Terms shall be for two (3) years and begin the 2nd Monday of January following the November vote, or until a successor has been elected and qualified. The term will commence once the Oath of Office has been administered and signed at that January meeting.

**Section 3. Voting and Ballot Counting Procedures.** Voting shall be done by blind ballot after candidates declare their intent to run for a particular office in a meeting designated for such purpose or as part of the Annual Meeting of the Board of Directors. Ballots shall be counted by the Sergeant-at-Arms and Secretary. If either are on the ballot, they are rendered ineligible to count votes and the Chair shall appoint a designee.

**Section 4. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**Section 5. Order of Succession.** If the office of the Chair becomes vacant for any cause, the Vice-Chair shall succeed as Chair. If the Vice-Chair is unable to serve as Chair, the order of succession shall take place in the following sequence: Secretary, Treasurer, Sergeant-at-Arms.

## **ARTICLE IV**

### **Membership Dues**

**Section 1. Determination of Dues.** The annual membership dues shall be determined by the Board. Any increase or decrease in the amount shall be subject to the approval of the majority of valid votes cast at a meeting of the Board. Dues shall be as follows:

- Board Members \$5000

## **ARTICLE V**

### **FINANCIAL CODE**

**Section 1. Fiscal Year and Budgets**

The fiscal year of the KP shall run from January 1st to December 31st. The Treasurer shall prepare a budget for the fiscal year and that budget shall be made available to the Board at least a week prior to the January Board meeting for approval on the 1st reading by the Board.

**Section 2. Forms of Payment.** KP will accept payments in the form of cash, checks, money orders and electronic payments (i.e. Zelle, Venmo) made directly in the name of the Alliance.

**Section 3. Expenditures Receipts and Disbursements**

Members and Committees of KP who collect and/or disburse funds in connection with KP

activities shall account for those funds in a manner prescribed by the Bylaws. No Member or Committee of KP shall incur any expense or financial liability in the name of KP, except as provided for in the approved budget for the current year or specifically approved by the Board.

#### **Section 4. Reimbursables**

A Director may purchase goods or services in the interest of Board business and may request reimbursement for the same. All purchases that will be reimbursed, must be pre-approved using the top-half of the standard Reimbursement Approval/Request form. Once submitted and approved by an authorized signer, it is returned to the Reimbursee. After the purchase is made, the Reimbursee fills out the second half of the form, attaches proof of purchase and submits the form to get a check. Forms can be submitted in person or via email to an authorized signer or presented to two (2) authorized signers if the reimbursement is over \$100. Should there be a situation that requires immediate approval for purchase, the approval can take the form of a joint decision from a previous board meeting, a text, or an email. Either and all can suffice in lieu of a pre-approval signature. A copy of that proof of approval (i.e. text, email, etc) *can* also be attached and submitted along with the form and proof of purchase. Reimbursement must be requested within 30 days of purchase. Once submitted, funds will be disbursed via check within 5 business days.

#### **Section 7. Audits**

In the January meeting of the Board, the Treasurer and the Secretary shall produce an annual internal financial audit of the previous fiscal year's fiduciary position. If revenues exceed \$100,000 for the previous fiscal year, the President shall appoint an independent auditor, who, in cooperation with the Treasurer and Secretary, shall audit the books of the Organization. Should annual revenues total less than \$100,000, an independent audit shall be executed every three (3) years.

#### **Section 8. IRS Tax Returns**

with the Treasurer and Secretary, will prepare an IRS Form 990 if annual revenues total \$50,000 or more. If revenues are less than \$50,000, filing an IRS Form 990N will suffice.

## **ARTICLE VI**

### **CORPORATE SEAL & EXECUTION OF INSTRUMENTS**

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or Secretary. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE VII**

### **AMENDMENT TO BYLAWS**

The Bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting for review. Amendments to Bylaws will be noted, dated and detailed in a section of this document, specifically designated for such purpose and will become a part of the document itself.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Any Director or Officer who is involved in litigation by reason of his or her position as a Director or Officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

# ARTICLE IX


## DISSOLUTION

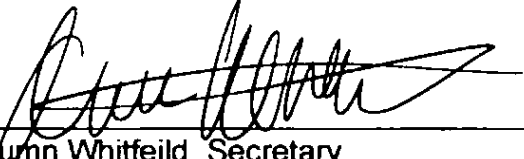
The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than a two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

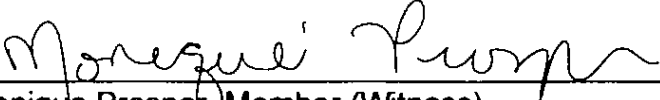
All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors via a two-thirds (2/3) vote.

### CERTIFICATION

Pamela Beasley-Pittman, PhD, Chair and Tanisha Simpkins, Secretary of Unified Central Broward Neighborhoods Alliance, Inc. certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the initial Board of Directors on April, 25 2021.

By:  \_\_\_\_\_ Date: 8/16/21  
David M Torrence, President

By:  \_\_\_\_\_ Date: 8.16.21  
Autumn Whitfield, Secretary

By:  \_\_\_\_\_ Date: 8/16/21  
Monique Prosper, Member (Witness)