

N93000005773

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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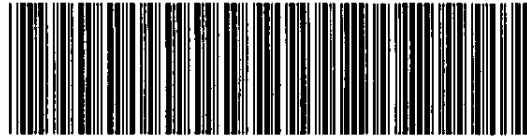
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2013 JAN 29 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Doc  
1/30/13*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: JESUS AND YOU OUTREACH MINISTRIES, INC.

DOCUMENT NUMBER: N93000005773

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

Please return all correspondence concerning this matter to the following:

**ROBERT C. FELDER, SR.**

(Name of Contact Person)

**JESUS AND YOU OUTREACH MINISTRIES, INC.**

(Firm/ Company)

**2831 AVENUE 'S'**

(Address)

**RIVIERA BEACH, FL 33404**

(City/ State and Zip Code)

**broronfelder@yahoo.com**

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

For further information concerning this matter, please call:

**RONNIE FELDER**

(Name of Contact Person)

at ( **561** ) **662-9079**

(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

Articles of Amendment  
to  
Articles of Incorporation  
of

JESUS AND YOU OUTREACH MINISTRIES, INC.

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

N93000005773

(Document Number of Corporation (if known))

FILED

2013 JAN 29 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>D</u>	<u>RON WARNECKE</u>	<u>1100 BEAR ISLAND DR</u> <u>WEST PALM BEACH, FL</u> <u>33409</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>PATRICIA GORDON</u>	<u>1224 US HIGHWAY 1, SUITE G</u> <u>NORTH PALM BEACH, FL</u> <u>33408</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>DAVID ROLLING</u>	<u>1204 WEST 1ST</u> <u>RIVIERA BEACH, FL</u> <u>33404</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
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	_____	_____	_____



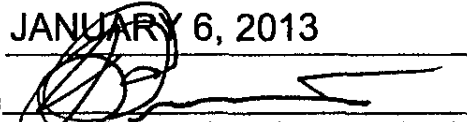
The date of each amendment(s) adoption: JANUARY 3, 2013

Effective date if applicable: JANUARY 3, 2013  
*(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 6, 2013

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)*

**AL PURINO**

*(Typed or printed name of person signing)*

**CHAIRMAN**

*(Title of person signing)*

# **ATTACHMENT A**

Jesus And You Outreach Ministries, Inc.

EIN# 650452075

DOC # N93000005773

## **ARTICLE IV - PURPOSE**

### ***Section 1 - Organization***

This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

### ***Section 2 - Activities***

To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

Community Services Activities, Health Education and Awareness, Job Training, Job Placement, Job Referral, Community Engagement, Sports Recreation, Self-Esteem Building, Youth and Young Adult Activity Center, Women's Empowerment Programs, Financial Literacy, Food Pantry, and Soup Kitchen, Education Assistance, and any programs to aid those in need.

Notwithstanding anything herein to the contrary, this corporation may exercise only powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

# ATTACHMENT B

Jesus And You Outreach Ministries, Inc.

EIN# 650452075

DOC # N93000005773

## **ARTICLE V - MANNER OF ELECTION**

### *Section 1 - Tenure of Officers*

A. Robert C. Felder, Sr. shall be a Director of the Corporation in perpetuity. The tenure of Robert C. Felder, Sr. as the President and Chief Executive Officer, since Christ has given him the vision and the promise of the ministry shall be perpetual (meaning: continuous, uninterrupted, permanent, continual, and unremitting). Notwithstanding the foregoing, Robert C. Felder, Sr. may be removed as the Chief Executive Officer, for cause of proven illegal activity with substantial cause, by a super majority vote of the other board members of the Board of Directors which shall require a quorum majority unanimous vote of all board members of the Board of Directors other than Robert C. Felder, Sr.

If Robert C. Felder, Sr. is removed as President and Chief Executive Officer, his Successor immediately becomes the Director of Operations for the ministry. The President or the Chief Executive Officer shall serve for a term of (4) four years and upon the terms and conditions established by the Board of Directors.

B. The remaining officers shall be elected for a term of two (2) years which may be renewed up to a maximum of two consecutive terms, pending unanimous approval of the board; however, the final decision rests with the PCEO and/or Director of Operations or until such time as their successors have been elected.

### *Section 2 - Replacement of Officers*

In the event a vacancy occurs within the EXECUTIVE Board of Directors, the vacancy shall be replenished in the following manner:

A. The Chief Executive Officer, Director of Operations, Executive Officers, Board of Directors, or an organizational partnership may recommend a successor to serve until the next election of officers.



- B. Candidates may be selected from outside candidates who have demonstrated competence in the areas of expertise that will benefit JAY Ministries, Inc.'s current and future programs. A board of directors' candidate application must be completed along with a current attached resume. A panel interview will be performed by at least the Chief Executive Officer (or a representative of their choosing), the Director of Operations, the Chairman of the board, and at least one current, active board member. Once the interview has been conducted the recommendations will go to the board and a majority vote from the voting board members inclusive of the Chief Executive Officer and the Director of Operations will constitute a valid candidate selection. Newly selected candidates and/or officers shall be immediately assigned a role on one of the board committees and must work diligently to bring the project, concept, or strategic plan come to fruition. Final approval of the appointment shall always be granted to the Chief Executive Officer and he may veto any candidate. In the event that the Chief Executive Officer is not in agreement with the Board of Directors, then he will have the right to veto the majority decision for any reason. With substantial and reasonable cause disclosed to the Board.

The manner in which the directors are elected or appointed:

**Section 1** – The business of the organization shall be managed by a Board of Directors consisting of no fewer than five (5) and no more than fifteen (15) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

**Section 2** – The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years.

**Section 3** – The Board of Directors as well as the Executive Director shall have the control and management of the affairs of the business of this organization.

**Section 4** – A majority of the number of Directors shall constitute a quorum (2/3 majority of all members) for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 5** – Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

**Section 6** – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

**Section 7** – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

**Section 8** – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

# **ATTACHMENT C**

Jesus And You Outreach Ministries, Inc.

EIN# 650452075

DOC # N93000005773

## **ARTICLE X - COMPENSATION**

### *Section 1 – Board of Directors*

The board of directors shall serve without compensation.

### *Section 2 – Employees*

The board of directors can suggest a nominee for hire and have input on the compensation of any and all employees which they in their discretion may determine to be necessary for progressive and sustaining operations of the organization.

### *Section 3 – Chief Executive Officer*

Specifically, the Board of Directors has the ability to set the compensation of the CEO and upon special circumstances for key leadership staff as well. The compensation of the CEO must be parallel to the wage comparability study conducted in a similar industry and have the opportunity to receive a three percent (3%) cost of living increase annually.

Notwithstanding any other provisions of these Articles of Incorporation, 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 S501(c)(3) of the Internal Revenue Code of 1954 as amended ("Internal Revenue Code"), or (b) by a corporation, contributions to which are deductible under 5170 (C) (2) of the Internal Revenue Code.

# ATTACHMENT D

Jesus And You Outreach Ministries, Inc.

EIN# 650452075

DOC # N93000005773

## **ARTICLE XIII - MANNER OF ELECTION**

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Jesus And You Outreach Ministries, Inc.

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# ATTACHMENT D

Jesus And You Outreach Ministries, Inc.

EIN# 650452075

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**Section 8** – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

## **ARTICLE XIV – MEETING OF BOARD MEMBERS**

At any meeting a quorum of all members must be present for the transaction of all business. A quorum is considered 2/3 of the total number of all members. A vote representing a majority of a quorum present at a said meeting will be needed to approve any action.

### *Section 1 - Annual Meeting*

The annual meeting of the board members of this Corporation shall be held at the time and place designated by the Board of Directors of the Corporation. The annual meeting of the board members for any year shall be held no later than thirteen (13) months after the last preceding annual meeting of the board members. Business transacted at the annual meeting shall include the election of Directors of the Corporation.

# ATTACHMENT D

Jesus And You Outreach Ministries, Inc.

EIN# 650452075

DOC # N93000005773

## *Section 2 – Special Meeting*

Special meetings shall be held when directed by the Chief Executive Officer or when requested in writing by not less than a quorum of all board members by giving written notice to the Directors and Executive Officers and all board members specifying the time of said meeting, said written notice to be given at least ten (10) days before the day specified for such special meeting. The call for the meeting shall also be issued by the Secretary, by mailing notice of such meeting of the Corporation, unless the Chief Executive Officer, Board of Directors or board members requesting the meeting shall designate another person to do so.

## *Section 3 – Notice*

- A. Written notice of the time and place of meetings of the Board of Directors shall be given to each Director by verbal communication, personal delivery, first class mail, or fax or email transmission at least two (2) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the books of the Corporation, with postage thereon prepaid.
- B. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.
- C. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- D. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place.

# ATTACHMENT D

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Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and; unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

E. Meetings of the Board of Directors may be called by the Chief Executive Officer of the Corporation or by any two (2) Directors.

## *Section 4 – Place of Meetings*

The meeting of the board members shall be held at 2831 Avenue "S", Riviera Beach, Florida or such other place as the Board of Directors shall select.