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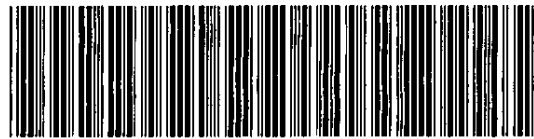
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FILED
2010 MAY 12 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

MAY 17 2010

SET FREE COALITION OUTREACH PROGRAMS INC.

DR. JOHNNY L. ZANDERS, SR., FOUNDER / DIRECTOR

Set Free Coalition Outreach Programs Inc.
324 N.W. 16th Place,
Pompano Beach, FL 33060
954-812-8686

Board of Directors

Dr. Johnny L. Zanders, Sr.
President / CEO

Minister Deborah Zanders
Secretary

Lonnie Johnson Jr.
Asst. Treasurer

Gary McLamore
Board Member

Fred Davenport
Board Member

Jessie Walker
*Board Member
Treasurer*

Betty Walker
Board Member

Dr. Gregory Mitchell
Accountant

Robert DeFries
Board Member

William Carlson
Board Member

Re: Cover Page / Articles of Amendments / N97000001945

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir / Madam:

Enclosed is filing fee of \$35.00 for Amendments to Articles of Incorporation / By-Laws.

- Article of Amendment (Dissolution)
- Article of Amendment added to qualify SET FREE COALITION OUTREACH PROGRAMS INC. as a "Community Based Development Organization" under CFR 570.204
- Enclosed check.

ANY FURTHER INQUIRY PLEASE CONTACT ME AT (954-784-3155) or (954-812-8686

Sincerely

Johnny L. Zanders Sr.
Johnny L. Zanders
President

954-812-8686
e-mail jzanders@comcast.net

"Winning the Lost...At Any Cost"

ARTICLES OF AMENDMENT

SET FREE COALITION OUTREACH PROGRAMS, INC. (A Florida Not for Profit Corporation)

FILED
2010 MAY 12 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

The amendment(s) added to our Florida nonprofit Articles of Incorporation of SET FREE COALITION OUTREACH PROGRAMS, INC. is to qualify the organization as a "Community Based Development Organization" (CBDO) under 24 CFR 570.204 while at the same time maintaining our charitable exemption under section 501(c)(3) of the IRS code.

These qualifications are:

- The bylaws or articles of incorporation must identify a specific "geographic area of location."
- The board of directors must have a certain structure.
- The articles of incorporation must state that "Community Development" is a primary purpose.

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval. Johnny Zanders, Jessie Walker, Fred Davenport, and Deborah Zanders.

Said (4) four directors live in geographic area of City of Pompano Beach, FL.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on APRIL 15, 2010. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of the SET FREE COALITION OUTREACH PROGRAMS, INC. are hereby amended as follows:

AMENDMENT: The Articles of Incorporation of the SET FREE COALITION OUTREACH PROGRAMS, INC. are hereby amended as follows:

1. Article II SECTION 3 of the Articles of Incorporation is hereby amended to add the following paragraphs:

The purposes of this corporation include: to engage in community development activities (which include housing and economic development activities) which are intended to lead to an improvement of the physical, economic or social environment of its geographic area of operation by addressing one or more of the critical problems of the area with attention to the needs of persons with low income. These activities shall be undertaken primarily, but not exclusively, in the Corporation's geographic area of operation. Nothing in this paragraph shall allow this organization to carry on any activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Stated (4) directors does live in "Specific Geographic Area" in City of Pompano Beach, FL.

SEE ATTACHMENT (highlighted)

"Specific Geographic Area of Operation" in Pompano Beach, FL is Census tract 010800, BlkGrp 1-4,

Census Tract 030200, BlkGrp 1-8, Census Tract 030401 BlkGrp 1, Census Tract 030500 BlkGrp 1-3, Census tract 030600 BlkGrp 1-3.

SET FREE COALITION OUTREACH PROGRAMS, INC.

By: Johnny L. Zanders Sr.
President

Date: APRIL 15, 2010

JOHNNY L. ZANDERS SR
324 N.W. 16th PLACE
POMPANO BEACH, FL.33060-5126

April 15, 2010
Charlotte A. Taylor



CDBGUOGID	CDBGNAME	CDBGTYPE	STUSAB	STATE	COUNTY	TRACT	BLKGRP	LOWMODUNIV	LOWMOD	LOWMODPCT
122538	POMPANO BEACH	51	FL	12	011	010800	1	1849	1267	68.5
122538	POMPANO BEACH	51	FL	12	011	010800	2	1707	803	47.0
122538	POMPANO BEACH	51	FL	12	011	010800	3	1750	953	54.5
122538	POMPANO BEACH	51	FL	12	011	010800	4	1201	749	62.4
122538	POMPANO BEACH	51	FL	12	011	030200	1	1677	1068	63.7
122538	POMPANO BEACH	51	FL	12	011	030200	2	1464	719	49.1
122538	POMPANO BEACH	51	FL	12	011	030200	3	1839	897	48.8
122538	POMPANO BEACH	51	FL	12	011	030200	4	1206	694	57.5
122538	POMPANO BEACH	51	FL	12	011	030200	5	632	277	43.8
122538	POMPANO BEACH	51	FL	12	011	030200	6	1121	582	51.9
122538	POMPANO BEACH	51	FL	12	011	030200	7	1031	528	51.2
122538	POMPANO BEACH	51	FL	12	011	030200	8	510	218	42.7
122538	POMPANO BEACH	51	FL	12	011	030301	5	3322	2605	78.4
122538	POMPANO BEACH	51	FL	12	011	030302	1	3130	1774	56.7
122538	POMPANO BEACH	51	FL	12	011	030302	2	4095	2252	55.0
122538	POMPANO BEACH	51	FL	12	011	030401	1	4437	3531	79.6
122538	POMPANO BEACH	51	FL	12	011	030500	1	1682	953	56.7
122538	POMPANO BEACH	51	FL	12	011	030500	2	787	705	89.6
122538	POMPANO BEACH	51	FL	12	011	030500	3	1251	947	75.7
122538	POMPANO BEACH	51	FL	12	011	030600	1	2198	1503	68.4
122538	POMPANO BEACH	51	FL	12	011	030600	2	2608	1630	62.5
122538	POMPANO BEACH	51	FL	12	011	030600	3	21	21	100.0
122538	POMPANO BEACH	51	FL	12	011	030801	1	3506	2390	68.2
122538	POMPANO BEACH	51	FL	12	011	030801	2	2599	2176	84.7
122538	POMPANO BEACH	51	FL	12	011	030802	1	6565	3096	47.2
122538	POMPANO BEACH	51	FL	12	011	030901	1	3510	1420	40.5
122538	POMPANO BEACH	51	FL	12	011	030901	2	2114	694	32.8
122538	POMPANO BEACH	51	FL	12	011	030901	3	2294	558	24.3
122538	POMPANO BEACH	51	FL	12	011	030902	1	1685	569	33.8
122538	POMPANO BEACH	51	FL	12	011	030902	2	1623	429	26.4
122538	POMPANO BEACH	51	FL	12	011	031000	1	746	424	56.8
122538	POMPANO BEACH	51	FL	12	011	031000	2	1208	525	43.5
122538	POMPANO BEACH	51	FL	12	011	031000	3	2260	949	42.0
122538	POMPANO BEACH	51	FL	12	011	031000	4	1226	684	55.8
122538	POMPANO BEACH	51	FL	12	011	031000	5	626	326	52.1
122538	POMPANO BEACH	51	FL	12	011	031000	6	420	101	24.0

122538	POMPANO BEACH	51	FL	12	011	031000	7		669	425	63.5
122538	POMPANO BEACH	51	FL	12	011	031100	1		1393	357	25.6
122538	POMPANO BEACH	51	FL	12	011	031100	2		3323	1408	42.4
122538	POMPANO BEACH	51	FL	12	011	031100	3		1292	370	28.6
122538	POMPANO BEACH	51	FL	12	011	031201	1		1016	212	20.9
122538	POMPANO BEACH	51	FL	12	011	031201	2		1472	550	37.4
122538	POMPANO BEACH	51	FL	12	011	031201	3		3405	1297	38.1
122538	POMPANO BEACH	51	FL	12	011	031202	1		1051	601	57.2
122538	POMPANO BEACH	51	FL	12	011	031202	2		2623	949	36.2
122538	POMPANO BEACH	51	FL	12	011	040201	1		0	0	0.0
122538	POMPANO BEACH	51	FL	12	011	050203	1		2324	681	29.3
122538	POMPANO BEACH	51	FL	12	011	050203	2		2655	1001	37.7
122538	POMPANO BEACH	51	FL	12	011	050204	1		2715	1189	43.8

The primary objectives and purposes of this corporation shall be for: Educational and Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. DIRECTORS

SECTION 1. NUMBER

The corporation shall have directors and collectively they shall be known as the Board of Directors. The number may be changed by resolution of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the FLORIDA Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.

- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office permanently as specified in these by laws or until his or her demise or conduct deemed inappropriate by the Board of Directors.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or such place within or without the State of FLORIDA which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation after all board members have been given written notice of the board. Any meeting regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held at the discretion of the Chairperson of the Board. The annual meeting of the directors will be held at the discretion of the Chairperson of the Board, and directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected. Each director shall cast one vote, with voting being ballot only.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or by any four directors, and such meetings shall be held at the place, within or without the State of FLORIDA, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone or telegraph. If sent by mail or telephone, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notices of the time and place of holding and adjourned meeting need not be given to the corporation. Notice of the time and place of holding an adjourned meeting are fixed at the meeting and adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meeting not herein dispensed with shall specify the place, day, and hour of meetings. The purpose of any board meeting need not be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board however called and noticed or where held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waive of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law. No business shall be considered by the board at any meetings at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meetings is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the FLORIDA Non-profit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material, financial interest and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the board, or if no such person has been so designated or, in his or her absence, the Vice-President of the Board, or in the absence of each of these

persons, by a Chairperson chosen by a majority of the directors present at the meetings. The Secretary of the Board shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law, or as the board deems necessary to conduct the business of the corporation.

SECTION 15. VACANCIES

Vacancies of the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty found by the board to be incompetent or exhibits character detrimental to the corporation. Such decisions require a two-third vote of the board.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board, or if the number of directors then in office is less than quorum by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office, or (3) a sole remaining director.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating the provisions of the law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent such liability under the provisions of the FLORIDA Nonprofit Corporation Law.

ARTICLE IV. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may have also, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by death, resignation, removal, disqualifications or, otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office, such vacancy may be filled temporarily by the Board of Directors until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall be subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. If applicable, the President shall preside at all meetings of the members, and the Board of Directors shall execute deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of

Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of the committees of directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meetings, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation, a membership book containing the name and address of each and any members, and, in the case where any membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws, relating to the "Execution of Instruments, Deposit Funds," the Treasurer of the Board of Directors shall be designated as Chief Financial Officer and shall have charge and custody of,

and be responsible for, all funds and securities of the corporation, and deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officers shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate one (1) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers of authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Board of Directors.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repeal able.
- (f) *The appointment of committees of the board or the members thereof.*

SECTION 2. OTHER COMMITTEES

The corporation shall have other such committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in any advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, notice held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution by the Board of Directors. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations

pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

ARTICLE VI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power of authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose of in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the Board of Directors.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of FLORIDA.

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meeting of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTOR'S INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspecting includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, and if this corporation has members, that member shall pay all application fees, if any, at the time of request. This report shall contain the following information;

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

SECTION 4. TERMS OF OFFICE

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (25,000.00), or more in gross revenues or receipts during the fiscal year, this corporation shall make available the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer.

SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This corporation shall mail or deliver to all directors and make available to all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind;

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following has a direct or indirect material financial interest.
- (b) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest);
- or
- (c) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000.00) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$1,000.00) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the Board of Directors pursuant to the FLORIDA Nonprofit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is partner, only the interest of the partnership need be stated.

ARTICLE VIII. FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on January 1 of each year and shall end on December 31 in each year.

ARTICLE IX. AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provisions of law applicable to the amendment of Bylaws of public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors.

ARTICLE X. AMENDMENT OF ARTICLES

SECTION 1. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the names and addresses of its initial agent, except to correct an error in such statement or to declare either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the FLORIDA Non-profit Corporation Law.

ARTICLE XI. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws fixed by resolution of the Board of Directors.