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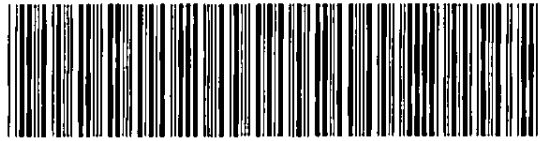
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A. RAMSEY

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Serenity Junction Incorporated of Panama City

922 Jenks Avenue, Panama City, Florida 32401-2534

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Articles of Amendment

Revised On 06 February 2024

2024 FEB 21 AM 8:21

Article I. - Name

The name of the Corporation shall be Serenity Junction Incorporated of Panama City.

Article II. - Offices

The principal office of the corporation in the state of Florida shall be located at 922 Jenks Avenue, in the city of Panama City, Bay County, Florida. The corporation may have such other offices within or without the principal office, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article III. - Purpose

Section 1. Serenity Junction Incorporated is a not-for-profit corporation organized exclusively for public charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Purpose of Membership

The general nature of the object of the corporation shall be to establish and maintain a gathering place for active members of Alcoholics Anonymous, their immediate families, Alanon Family Groups, and such other similar non-profit 12-Step Recovery groups deemed suitable as defined in the paragraphs below and in keeping with our exempted purpose described in Article III Section 1.

Section 3. Membership Definitions

The members of this corporation shall be active members of Alcoholics Anonymous and/or Alanon Family Group members with dues paid in the preceding month.

Section 4. Contribution

Individual membership dues to be a monthly amount determined by the Board of Directors annually at the first meeting of each fiscal year. There will be no joint member or family discounts.

Article IV. - Meetings

Section 1. The Board of Directors, members, and interested parties, shall meet at least once each quarter normally on the Tuesday after the first Monday and minutes of these meetings will be posted in an appropriate place readily accessible to all members.

Section 2. Written or printed notice of all meetings, stating the day, date, and time, shall be posted in a readily accessible location at least one week in advance of each meeting.

Section 3. To effect changes to the Letters of Incorporation, to the By-Laws, and for general or special elections of officers and board members, a meeting of the general membership must be called and posted at least two weeks in advance of such meeting. Such notice must include the purpose of the meeting, time, date, and location of the meeting if not held in the club. A **quorum** of one-quarter (1/4) of the active membership must be present and a majority of those present must approve the proposed actions.

Section 4. Regular or special meetings of the Board of Directors must constitute a **quorum** of three (3) members of the Board of Directors and a majority vote of those present constitutes an official act of the corporation.

Section 5. All meetings of the corporation shall be open to all members of the corporation. All members may participate in discussions, but only active members are authorized a vote in the affairs of the corporation.

Article V. – Board of Directors

Section 1. The Board of Directors shall be elected every two (2) years by the active membership and will be responsible for handling all matters of business and policy for the corporation.

Section 2. The Board of Directors shall consist of four (4) members of the corporation who are members of Alcoholics Anonymous and/or Alanon Family Group. The required minimum length of sobriety/serenity for each officer is as follows: President, three (3) years of continuous sobriety/serenity; Vice President, two (2) years of continuous sobriety/serenity; Treasurer, three (3) years of continuous sobriety/serenity; Secretary, two (2) years of continuous sobriety/serenity. Waiver of the minimum length of sobriety requirement may be waived by a vote of the active membership in unusual circumstances.

Section 3. Should any member of the Board of Directors, or any other appointed official, suffer a relapse while in office, that member's term in office will automatically be terminated.

Section 4. Conduct of Elections to the Board of Directors:

- A. Nominations will be made from the floor by voting members of the corporation at the annual meeting of the corporation in December. Eligibility for office will be attested to by the Secretary.
- B. Voting will be conducted by secret ballot. If only one member has been nominated for an office, voting may be by acclamation of active members present, such membership constituting a **quorum**.
- C. Voting: Members shall indicate on the same ballot their choice for President, Vice President, Treasurer, and Secretary. Votes will be counted separately for each office.
- D. Newly elected officers and members of the Board of Directors will assume their duties on the 1st day of January of each year.

Article VI. – Officers

Section 1. A vacancy on the Board of Directors shall be filled as soon as possible by a special election at a special meeting of the membership called in accordance with *Article IV, Section 3*.

Section 2. The President shall preside at all meetings of the membership and shall serve as Chairman of the Board of Directors. In that capacity, the President is in effect and in fact, the General Manager of the corporation responsible for the day-to-day management of the business of the corporation. This officer shall have general supervision and management of all affairs of the corporation and shall sign or countersign all certificates, contracts, or other instruments of the corporation which obligate the corporation in any way. The President shall make reports to the Board and to the membership on problems and policy requiring approval of the Board and/or the membership. This officer shall perform such other duties as are incidental to the President's office or are properly required of the President by a vote of the Board of Directors.

Section 3. The Vice President shall exercise the functions of the President during the absence or disability of the President. The Vice President shall have such other duties as are assigned, for time to time, by the Board of Directors.

Section 4. The Treasurer shall perform such duties as are assigned by the Board of Directors in addition to the following normal responsibilities:

- A. Shall maintain a current and continuing record of all income and expenditures for the corporation.
- B. Shall report to the Board of Directors monthly on the status of the finances of the corporation and shall provide the Secretary a record of such report.
- C. Shall deposit monies of the corporation in the appropriate bank accounts on a regular basis.
- D. Except for regular recurring expenses, this officer shall distribute only those funds specifically approved by a **quorum** of the Board of Directors.

Section 5. The Secretary shall perform such duties as are assigned by the Board of Directors in addition to the following normal responsibilities:

- A. Prepare all correspondence for the corporation and maintain a file for all correspondence and documents prepared by or received by the corporation.
- B. Prepare minutes of all meetings; present those minutes to meetings of the Board of Directors for approval and post those minutes on the club bulletin board for the information of all members.

Section 6. In case of the absence or extended disability of any officer of the corporation and of any person hereby authorized to act in that officer's place during such period of absence or disability, the Board of Directors may, from time to time, delegate the authority and duties of such officer to any other active voting member of the corporation.

Section 7. Any member of the Board of Directors or officer of the corporation may be removed for cause upon recommendation by the Board of Directors subject to a vote of the general membership present at a special meeting called for that purpose in accordance with **Article IV, Section 3** above.

Section 8. After serving a full two (2) year term, officers/directors shall not be elected to succeed themselves in the same position except by unanimous acclamation of voting members present. One dissenting vote will invalidate self-succession.

Article VII. – Fiscal Management

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. The property of this corporation is irrevocably dedicated to our 501(c)(3) exempt purposes and no part of the net income or assets of this corporation shall even inure to the benefit of, or be distributable to its members, trustees, officers, or to the benefit of any private individual.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. The attached Serenity Junction Incorporated Conflict of Interest Policy derived from the Internal Revenue Service recommend sample policy for exempted 501(c)(3) organizations has been reviewed by all board members and adopted as the corporation's policy.

Section 4. The Board of Directors may authorize any officer or officers to enter into a contract or execute and deliver any instrument in the name of or on the behalf of the corporation and such authority may be recurring or confined to a specific instance.

Section 5. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless specifically authorized by a resolution of the Board of Directors which authorization may be recurring or confined to a specific instance.

Section 6. All checks, drafts, or other orders for payment, the payment of monies, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer. In case of prolonged absence of the Treasurer, all such orders shall be signed by the second authorized signatory as approved by the Board of Directors.

Section 7. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such bank or other depository as the Board of Directions may select.

Section 8. The fiscal year of the corporation shall begin on the first day of January (January 1) and end on the last day of December (December 31) of each year.

Article VIII. – Committees

The Board of Directors may establish committees considered necessary to carry out the purpose and intention of the charter.

Article IX. - Amendments to Bylaws

Section 1. These by-laws may be amended or repealed, and new by-laws may be adopted by a vote of the membership at a special meeting called for that purpose in accordance with *Article IV, Section 3* above.


Section 2. A two-thirds (2/3) majority vote of members present at such a meeting, assuming that a **quorum** is present, shall be required to amend, repeal, or adopt by-laws of the corporation.

Article X. – Dissolution

In the unlikely event, upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI. – Certification

We the undersigned, do certify that the above articles of Serenity Junction, Incorporated of Panama City, **Articles I-X** were approved by a vote of the active membership, a **quorum** being present and voting at a special meeting convened for that purpose and said articles are in effect as of 06 February 2024.



Ronald Brimer

*President & Chairman
of the Board of Directors*



Lou Petrosino

*Vice President & Member
of the Board of Directors*