

716875

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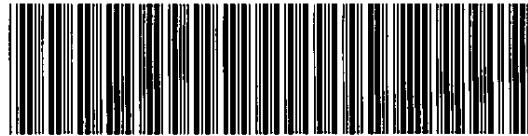
(Business Entity Name)

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TALLAHASSEE, FLORIDA

And 8/26/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BANNER OF LOVE INC

DOCUMENT NUMBER: 716875

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

Please return all correspondence concerning this matter to the following:

VINCENT MCNEAL

(Name of Contact Person)

BANNER OF LOVE INC

(Firm/ Company)

2440 NW 14 STREET

(Address)

FORT LAUDERDALE, FLORIDA 33311

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

VINCENT MCNEAL

(Name of Contact Person)

at (954) 8397591

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

BANNER OF LOVE INC

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

716875

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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10 AUG 25 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

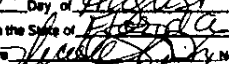
SEE ATTACHMENT

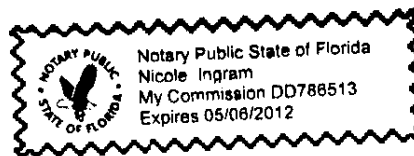
Banner of Love INC

By: 
Secretary

VINCENT M. Neal
Legibly Print Name

Date: August 17, 2010

Subscribed and sworn to before me in my presence this <u>17th</u> Day of <u>August</u> , a Notary Public in the State of <u>Florida</u> Signature <u></u> Notary Public My Commission Expires <u>05/06/2012</u>
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**Consent to Action without Formal Meeting by the Board of Trustees
BANNER OF LOVE INC**

The undersigned directors of the corporation hereby adopt the following resolution:

RESOLVED, that pursuant to the laws of the state of Florida and the articles and bylaws of the corporation, the Board of Trustees recommends to the Directors of the Banner of Love corporation that its articles of incorporation be amended by changing and adding Articles I, IV, V, VI, VII, VIII, XI, XII and XIII to read in its entirety as follows:


See attachment;

and further

RESOLVED, that the submission of the proposed amendment to the Board of Trustees for approval shall be on the condition that the Trustees, by majority vote, may withdraw and cancel the amendment at any time prior to its effective date, and further

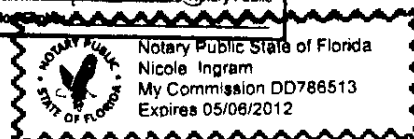
RESOLVED, that the appropriate Trustees of the Banner of Love Corporation are authorized and directed to call a special meeting of the Board of Trustees, giving appropriate notice, on August 16, 2010, for the purpose of approving or disapproving such proposed amendment. Consent to Action without Formal Meeting of the Board of Trustees; and, upon approval to execute and file articles of amendment and to take such other actions as may be necessary or desirable to give effect to the proposed amendment and the foregoing resolution.

This resolution shall be effective at 8a m. on the 17 of August 2010.



Vincent M. N. [unclear], Director

Subscribed and sworn to before me in my presence
this <u>17th</u> day of <u>August</u> , 2010, a Notary
Public in the State of <u>Florida</u>
Signature <u>[Signature]</u> Notary Public
My Commission Expires <u>05/08/2012</u>



**Amendments to the Articles of Incorporation
Banner of Love INC**

The Articles of Incorporation of the Banner of Love are hereby amended as follows:

- 1. Article I of the Articles of Incorporation is hereby replaced. The new Article I reads as follows:**

Article I

- The name of the corporation shall be Banner of Love INC and principal location and headquarters is located at 2440 northwest 14 street, Fort Lauderdale, Florida; Broward County

- 2. Article IV of the Articles of Incorporation is hereby replaced. The new Article IV reads as follows:**

Article IV

- The officers of the corporation shall be President, Vice-President, Chief Financial Officer, and Secretary and such other officers may be provided in the by-laws.

The names of the current officers of the corporation are:

President	Hensel Reid
Secretary	Vincent McNeal
Treasurer	Floris Blissett

The officers shall be elected at the annual meeting of the Board of Trustees or as provided in the by-laws.

- 3. Article V of the Articles of Incorporation is hereby replaced. The new Article V. reads as follows:**

Article V

- The Board of Trustees shall consist of not less than (3) nor greater than (19) elected by the congregation at each annual meeting, and each member so elected shall hold office until his/her successor has been elected or appointed by the chairman of the Board of Trustees and qualified. Vacancies in the Board of Trustees shall be filled by election at a special meeting. The Board of Trustees shall have the power to buy, own, control, mortgage, and manage all personal and real property of the corporation with consent of the majority of the members present at a regular meeting. The Board of Trustees shall manage all personnel of the corporation and congregations. A regular meeting shall be any meeting called by the Board of Trustees or by a majority consent for the purpose of discussing the business of the corporation.

- 4. Article VI of the Articles of Incorporation is hereby replaced. The new Article VI reads as follows:**

Article VI

The current Board of Trustees are as follows:

Elder Delroy McFarlane
Deacon Cebert Howell
Deacon Rod Dixon
Onika Sutherland

Elder Rupert Battiste (chairman)
Minister Cecil Blissett
Minister Liston England

- 5. Article VII of the Articles of Incorporation is hereby replaced. The new Article VII reads as follows:**

Article VII

- The affairs of the corporation are to be managed by the President and Secretary, with the approval from the Board of Trustees. Officers of the Corporation shall be elected on the 1st day June.

- 6. Article VIII of the Articles of Incorporation is hereby replaced. The new Article VIII reads as follows:**

Article VIII

- The Board of Trustees of this corporation shall provide such by-laws for conduct of its business and the carrying out of its purposes as they may deem it necessary from proper time to time. Upon, proper notice the by-laws may be amended, altered, rescinded only by the Board of Trustees by a majority vote of the Board of Trustees. At any regular meeting or special meeting called for that purpose, by a two-thirds vote of those present.

- 7. Article XI of the Articles of Incorporation is hereby replaced. The new Article XI reads as follows:**

Article XI

- In order to promote the purposes of this corporation, it may acquire property, by grant, gift, purchase, devise or bequest and hold and dispose of such property as the corporation shall require with the approval from the Board of Trustees. The total amount of assets never to exceed ten million dollars. In the event of the assets totaling more than ten million dollars the Board of Trustees shall call a special meeting to review all corporation assets.

- **8. The following additional Article is hereby added to the Articles of Incorporation. Article XII reads as follows:**

Article XII
Corporate Purposes

A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or social activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Article XIII

501(c)(3) Limitations

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are 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 or the corresponding section of any future federal tax code..

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

The date of each amendment(s) adoption: August 16, 2010

(date of adoption is required)

Effective date if applicable: August 17, 2010

(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 August 17, 2010

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)

Vincent McNeal

(Typed or printed name of person signing)

Secretary

(Title of person signing)

