

729314

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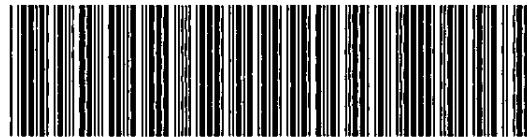
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEMIEUX

JUL 12 2012

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Filipino-American (FIL-AM) Association of Pensacola, Incorporated

DOCUMENT NUMBER: 729314

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

Please return all correspondence concerning this matter to the following:

Divina Herrera

(Name of Contact Person)

(Firm/ Company)

6601 Greenwell Street

(Address)

Pensacola, FL 32526

(City/ State and Zip Code)

divinagracia1229@yahoo.com

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

For further information concerning this matter, please call:

Divina Herrera

(Name of Contact Person)

at **850** **292-6009**

(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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

Filipino-American (FIL-AM) Association of Pensacola, Incorporated

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

729314

(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:

Not Applicable

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)

Not Applicable

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Not Applicable

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: Not Applicable

(Florida street address)

New Registered Office 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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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 type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input 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 type="checkbox"/> Remove	_____	<u>Not applicable</u>	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
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	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

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

Addendum to the Constitution & By Laws of the Articles of Incorporation

Article X - Conflict of Interest Policy

Please see attached sheets:

The date of each amendment(s) adoption: July 8, 2012

Effective date if applicable: July 9, 2012

(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 July 8, 2012

Signature

Divina Herrera

(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)

Divina Herrera

(Typed or printed name of person signing)

President

(Title of person signing)

ADDENDUM

ARTICLE X – CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE:

The Filipino-American Association of Pensacola, Incorporated (Fil-Am) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the Internal Revenue Service as well as state regulatory and tax officials view the operations of Fil-Am as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to the general public.

Consequently, there exists between Fil-Am and its directors, officers, committees, members, and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. All directors, officers, committees and members have the responsibility of administering the affairs of the Association in an honest and prudent manner with utmost care, skill, and judgment for the sole benefit of the Fil-Am. They shall exercise all transactions involved in their duties in an utmost good faith. They shall not use their positions with Fil-Am or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED

This statement is directed not only to directors, officers and members but to the relatives who may influence the actions of Fil-Am. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning Fil-Am.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Fil-Am.
2. Persons and firms from whom Fil-Am leases property and equipment.
3. Persons and firms with whom Fil-Am is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting Fil-Am.
6. Agencies, organizations and associations which affect the operations of Fil-Am.
7. Relatives which include spouses, mother, father, stepmother, stepfather, grandparents, children, grandchildren, sister, stepsister, brother, stepbrother or any household member regardless of relationship who are actually living under the same roof with a member, director or officer.

SECTION 4. NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Fil-Am.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Fil-Am.
3. Receiving remuneration for services with respect to individual transactions involving Fil-Am.
4. Using Fil-Am's time, personnel, equipment, supplies, or goodwill for other than Fil-Am approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with Fil-Am. Receipt of any gift is disapproved except gifts of a value less than \$25, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THE STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Fil-Am.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed to Fil-Am Board of Directors. All officer, director and members of the Association must promptly inform the Board of Directors of any existing or potential transactions between themselves or their relatives and the Fil-Am Association.

2. The director, officer, or member involved may not participate in deliberations nor vote on the decision to enter into such transaction.
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.