

766666

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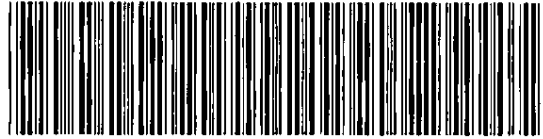
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GUARDIAN AD LITEM FOUNDATION-20TH JUDICIAL CIRCUIT, INC.

DOCUMENT NUMBER: 766666

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

Please return all correspondence concerning this matter to the following:

Jessica Stanfield

(Name of Contact Person)

GUARDIAN AD LITEM FOUNDATION-20TH JUDICIAL CIRCUIT, INC.

(Firm/ Company)

1700 Monroe Street - Suite 600

(Address)

Fort Myers/FL 33901

(City/ State and Zip Code)

jstanfield@galfoundation20.org

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

For further information concerning this matter, please call:

Jessica Stanfield

239

245-7787

at

(Name of Contact Person)

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

GUARDIAN AD LITEM FOUNDATION-20TH JUDICIAL CIRCUIT, INC.

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

766666

(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:

A.N.A.'s Friends, Inc.

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**)*

11691 Gateway Blvd

Suite 102

Fort Myers, FL 33913

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

11691 Gateway Blvd

Suite 102

Fort Myers, FL 33913

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:

N/A

11691 Gateway Blvd - Suite 102

(Florida street address)

New Registered Office Address:

Fort Myers

(City)

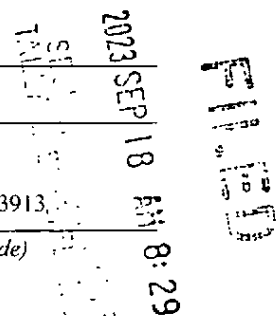
Florida 33913

(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 PTID.

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 checked="" type="checkbox"/> <u>N/A</u> Change ___ Add ___ Remove	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
2) ___ Change ___ Add ___ Remove	___	___	___
3) ___ Change ___ Add ___ Remove	___	___	___
4) ___ Change ___ Add ___ Remove	___	___	___
5) ___ Change ___ Add ___ Remove	___	___	___
6) ___ Change ___ Add ___ Remove	___	___	___

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

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

Restated Articles are attached _____

[illegible]

- ☐ 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 9/14/2023

Signature Bruce L Greenberg

(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)

Bruce L Greenberg

(Typed or printed name of person signing)

Board Chairman

(Title of person signing)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF GUARDIAN AD LITEM FOUNDATION – 20th JUDICIAL CIRCUIT, INC.

Document Number: 766666

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

FIRST: Article I of the Articles of Incorporation shall be deleted in its entirety and the following text was adopted by the Corporation as the new Article I to its Articles of Incorporation:

ARTICLE I – NAME

The name of the Corporation shall be A.N.A.'s Friends, FKA, Guardian ad Litem Foundation-20th Judicial Circuit, FKA Voices for Kids of Southwest Florida, Inc. (Hereinafter referred to as "The Corporation".)

SECOND: Article II of the Articles of Incorporation shall be deleted in its entirety and the following text was adopted by the Corporation as the new Article I to its Articles of Incorporation:

ARTICLE II – PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 11691 Gateway Blvd. – Suite 102; Fort Myers, FL 33919, or at such other location as the Board of Directors may designate.

THIRD: Article III of the Articles of Incorporation shall be deleted in its entirety and the following text was adopted by the Corporation as the new Article I to its Articles of Incorporation

ARTICLE III – PURPOSES

To establish and maintain an organization to the interests of children who are abused, abandoned, neglected or otherwise in need of services, and to raise, disburse and distribute funds for those and other related or corresponding charitable and educational purposes.

FOURTH: The amendment to the Articles of Incorporation was duly adopted by the Board of Directors of this Corporation on the 25th day of July 2023, and the number of votes cast by the Board of Directors were sufficient for approval. There are no members entitled to vote on this amendment.

The undersigned, being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation this 25th day of July 2023.

Guardian ad Litem Foundation – 20th Judicial Circuit, Inc.



Board of Directors Meeting-----July 25, 2023
Location---ZOOM Meeting

Board Members in Attendance:

Bruce Greenberg, President
Barbara Berman, Vice-President

Tom Schneider
Eric Bivens
Amy Trout
Donna Schrim
Carl Wolaver
Wes Kayne
Susan Carter
Amy McQuagge
Dean Britt
Ellen Beattie

Ex-officio Board Member in Attendance:

Jessica Stanfield, Executive Director, GALF

Bruce called the meeting to order at 5:31 PM. Jessica Stanfield took minutes as Linda Meyer was not at the meeting.

Jessica Stanfield shared Holly's report, citing data from the GALO report provided to the board. Jessica also shared hiring updates for the GALO from the perspective of the VOCA grant funded staff members.

Jessica delivered a Mission Moment of a teen who was able to buy their own shoes and the pride it gave them. She shared that the shoes were less than \$15 showing that even small gifts can make huge impact.

The June minutes were approved.

The Finance Committee met this AM. It was a typical June. Jessica gave a brief overview of the financial scorecard as Gary Lederer was not at the meeting. Jessica shared that a large VOCA expense is to come as the Foundation purchases Comfort

Closet goods with the \$35,000 VOCA is allowing us to spend on them. Like other VOCA expenses we have to spend the money and then be reimbursed.

Jessica gave her report, updating the board on grant matters, as well as new applications in progress for funding. She shared various upcoming third party events, including sharing the school supply drive just held at Fort Myers Brewing.

Jessica shared the upcoming executive committee vote and asked for nominations. She also shared the Thank You doc for board members to use to thank donors and supporters.

New committee structure was shared, as well as an update to the bylaws to support all foster children, changing from only supporting those with GALs. Also included in an updated to the bylaws was the official name change from Guardian ad Litem Foundation – 20th Judicial Circuit, Inc. to A.N.A.'s Friends, Inc. as well as the recognition of the organization's new principal office at 11691 Gateway Blvd – Suite 102; Fort Myers, FL 33913. The new committee structure was approved unanimously (Dean Britt motion and Barbara Berman second). The updated bylaws and articles of incorporation were approved unanimously (Dean Britt motion and Barbara Berman second).

Charlotte County's Fashion to the Tea is in the works. Back to School with the Blue will be July 29th, and there will be many volunteers on hand. Please be there if you can be! Jess and a Shadow Wood representative will throw out the first pitch, and a robodog will carry the ball. Collier and Lee Counties need to have organized events and will work on this as the committees form

Bruce adjourned the meeting at 6:28 PM.

Respectfully submitted,

Jessica Stanfield – Executive Director

August 21, 2023

A.N.A.'s Friends, Inc.
BYLAWS

ARTICLE I
Name

The name of the Corporation shall be A.N.A.'s Friends, FKA, Guardian ad Litem Foundation-20th Judicial Circuit, FKA Voices for Kids of Southwest Florida, Inc. (Hereinafter referred to as "The Corporation".)

Definitions:

Majority: 50% plus one

ARTICLE II
Principal Office

The principal office of this Corporation shall be located at 11691 Gateway Blvd. – Suite 102; Fort Myers, FL 33919, or at such other location as the Board of Directors may designate.

ARTICLE III
Purposes

Section 1.

To establish and maintain an organization to the interests of children who are abused, abandoned, neglected or otherwise in need of services, and to raise, disburse and distribute funds for those and other related or corresponding charitable and educational purposes.

Section 2.

To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE IV
Prohibited Activities

Notwithstanding any other provisions of the By-laws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations, (now existing or hereafter adopted), or by any

organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and its regulations, (now existing or hereafter adopted).

ARTICLE V

Board of Directors

Section 1. Function

The general management of affairs of the organization shall be vested in the Board of Directors.

Section 2. Eligibility

Any person interested in the objectives and purposes of this organization who agrees to be bound by the Articles of Incorporation and By-laws is eligible for consideration as a member on the Board of Directors pursuant to the Policies and Procedures as established by the Board of Directors.

Section 3. Application and Membership

A prospective Board Member shall be eligible for membership consideration after: 1) he/she has met with one or more Board Members; and 2) completed and submitted to the Board President, a Board Member Application. The President will distribute the person's application to the Board at least one week prior to the Board meeting at which the application will be considered for approval. At a board meeting, the applicant will be discussed and voted on by the full Board present. If accepted by a majority vote, the applicant will be invited to the next board meeting and will, on that date, begin serving a three-year appointment, contingent upon passing a background check.

Section 4. Composition and Terms

- a. The Board of Directors shall consist of: 1) up to 25 non-relative members including the Officers of the Corporation (President, Vice President, Secretary, Treasurer and Immediate Past President) who are elected from among and by the full board; and 2) A.N.A.'s Friends Executive Director/Administrator as ex-officio members.
- b. Directors shall serve a three-year term and may be elected to consecutive three-year terms by a majority vote of the Board of Directors.
- c. The Board of Directors may recommend and elect Honorary Members by a majority vote of the members present. Honorary Members shall serve a term at the pleasure of the Board and shall serve as non-voting members.

Section 5. Voting Rights

The Board of Directors shall possess sole and exclusive right to hold office, sponsor new members to the Board of Directors, recommend Honorary Members, and vote on matters dealing with corporate business and affairs. Each member of the Board of Directors shall be entitled to one vote, except Ex-Officio and Honorary Members who serve as non-voting members.

Section 6. Duties of Membership of the Board of Directors

- a. Transact all business of the Corporation to include participation in resource development, nomination of new Board members, and approval and oversight of an annual budget.
- b. Authorize the President, Vice-president, Secretary and Treasurer to execute and terminate contracts on behalf of the Corporation, audit bills, and disburse Corporation funds.
- c. Review and vote for approval and by majority all proposed capital expenditures of \$2,500 or more.
- d. Devise and carry into execution such other measures, as it deems proper to promote the objectives of the corporation and protect the interest and welfare of the members.

Section 7. Compensation

No officer or any other Board member shall receive compensation for his/her services.

Section 8. Liability and Indemnity

No board member shall be personally liable for the Corporation's debts, liabilities, or other obligations, and such Board member shall be entitled to indemnification by the Corporation to the extent allowed by law, unless such debt, liability or other obligation is incurred because of wrongdoing on the Board member's part.

Section 9. Termination/Resignation

- a. Any Board member may be removed for cause upon two-thirds (2/3) vote of the Board of Directors at a regular or special meeting provided that there shall have been no less than ten (10) days written notice of the purpose of said meeting.
- b. Any member may resign from the Board by delivering a written notice to the President or Secretary.

ARTICLE VI
Meetings of the Board of Directors

Section 1. Annual Meeting

The annual membership meeting shall be held in Lee County, Florida in September of each year with a virtual option for those who cannot attend in person. Written notice of the meeting shall be sent to each member at least ten (10) days in advance of the meeting. New officers of the Board of Directors will be installed at the Annual Meeting.

Section 2. Regular Meetings

The Board shall meet once each month unless there are no agenda items requiring the Board's attention in any given month. Notice of the time, place and agenda shall be

provided, together with the minutes of the preceding meeting, to each Board member within five days of the meeting.

Section 3. Special Meetings

Special meetings of the general membership may be called by the President or Vice President at any time or also shall be called on the written request of a majority of the general membership. The purpose of the meeting shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Notice of time, place and purpose of each Special Meeting of the members shall be given at least seven (7) days prior to the meeting.

Section 4. Quorum

A majority of all members of the Board of Directors shall be a quorum at any meeting of the Board.

ARTICLE VII Officers

Section 1. Composition

The Officers shall be the President, Vice President, Secretary, Treasurer, and immediate Past President.

Section 2. Election

- a. The Officers shall be elected by a majority of the Board of Directors at the Annual September Meeting for a term of two (2) fiscal years.
- b. The elected Officers shall serve staggered terms with the President and Treasurer being elected on even years and the Vice President and Secretary being elected on odd years.
- c. The Nominating Committee will develop a slate of candidates.
- d. The Nominating Committee shall see that the slate is noticed to all Board Members at least ten (10) days prior to the September Board meeting.
- e. The Board, by majority, shall approve or reject each individual nominee.

Section 3. Term of Office

- a. The Officers elected at the Annual Meeting shall be installed and take office upon the first day after the election.
- b. Each Officer shall serve staggered terms with the President and Treasurer being elected on odd years and the Vice President and Secretary being elected on even years.
- c. Each Officer may serve more than one term in any given position with approval by a majority vote of the Board of Directors.

Section 4. Vacancies

- a. Should the office of the President become vacant by reason of termination or resignation, the Vice President shall succeed to that office for the unexpired term.

- b. Vacancies in all other elected offices shall be filled for the unexpired term by a majority vote of the board members upon the candidate being presented by the Nominating Committee.

Section 5. Duties

- a. The President shall preside over all meetings of the General Membership and the Executive Committee; call any Special Meetings deemed necessary; sign all contracts and any other obligations on behalf of the Corporation as approved by the Board of Directors; be authorized to sign checks on the Corporation's bank account; be a member ex-officio of all committees.
- b. The immediate Past President shall act as an aide to the Board of Directors and shall assist with duties as assigned by the President.
- c. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or disability of that officer, and perform other duties as may be delegated by the Executive Board.
- d. The Secretary shall record the minutes of all meetings of the General Membership and the Executive Committee, see that copies of minutes are sent to each Board Member with notice of next meeting at least five (5) days prior, keep accurate attendance records of said meetings, and be responsible for maintaining and keeping official records of the Corporation.
- e. The Treasurer shall present to the Board of Directors at each monthly regular meeting a report of the previous month's receipts and expenditures. The Board of Directors may also request special reports from time to time. It is the responsibility of the Treasurer and Executive Director to confirm: 1) proper financial procedures of the Corporation are followed; 2) required audits are conducted; 3) and tax and other returns required by all government agencies are filed in a timely manner.

ARTICLE VIII Committees

Section 1. Establishing Board Committees.

The Board Committees shall be the Executive Committee, Standing Committees and Special Committees established by resolution of the Board in accordance with these Bylaws.

Section 2. Executive Committee

The Executive Committee shall consist of the officers, plus the Executive Director, GAL Circuit Director, and Fund Development Chair as ex-officio members. The Executive Committee shall recommend policy for the operations and management of the Corporation and shall make recommendations to the Board of Directors concerning the administration, supervision and control of the Corporation's affairs. This Committee shall develop an annual budget proposal for review and approval by the Board.

Section 3. Standing Committees

a. Nominating Committee

Shall be composed of not less than three (3) and not more than (5) Board members approved by a majority of Board members. This committee shall annually develop a single slate of Officer candidates and shall see that the slate is noticed to all Board Members at least ten (10) days prior to the Annual Board of Director meeting held in May.

Section 4. Special Committees

The Executive Board may appoint any Special Committees as may be required.

Section 5. Committee Reports

All meetings and resulting actions of any Standing and/or Special Committee shall be reported to the Board at its next regularly scheduled meeting.

Section 6. Appointment to Committees

The President shall appoint committee chairs and committee members will be recommended by the Executive Committee and approved by the Board. All appointments will be reviewed at least annually and affirmed by the Board.

ARTICLE IX

Finance

Section 1. Budget

The Executive Committee shall prepare a proposed annual budget of estimated income and expenditures and present it to the Board of Directors for review and approval at the June Board Meeting. No expense shall be incurred in excess of budgetary appropriation without approval of the Executive Committee and notice to the Board of Directors.

Section 2. Deposits

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the Board.

Section 3. Checks

All checks, drafts, or valid vouchers for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by two authorized signers. Authorized signers include the Officers of the Corporation and the Executive Director.

Section 4. Independent Audit

At the end of each fiscal year, the Corporation shall have an independent third-party audit of their financial record.

ARTICLE X

Records

The Corporation shall maintain proper books and records and shall keep minutes of all the meetings of the General Membership and the Board at the principal office of the Corporation. Any director, member, or the agent or attorney of either, at any reasonable time, may inspect all such records.

ARTICLE XI

Bylaw Amendment

These Bylaws may be amended, repealed or altered in whole or in part by the majority vote of the Board of Directors. Notice of the proposed change shall be mailed to each member at least ten (10) days prior to the vote unless otherwise agreed by the majority vote of the Board of Directors.

ARTICLE XII

Parliamentary Authority

Meetings are to be conducted informally to the extent possible; however, upon a majority vote of those present, a meeting will be conducted in conformance with Robert's Rules of Order.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall commence on the first day of July, and terminate on the last day of June.

ARTICLE XIV

Distribution of Assets

Upon dissolution, liquidation and winding up of the Corporation, the board shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the internal Revenue Code of 1954 as amended, as the Board may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organization as such court shall determine.

Revised February 1993

Revised April 1993

Revised November 1994

Revised February 1995

Revised January 1999
Revised December 2002
Revised June 2003
Revised March 2004
Revised October 2007
Revised July 2008
Revised January 2015
Revised August 2019
Revised May 2020
Revised July 2023