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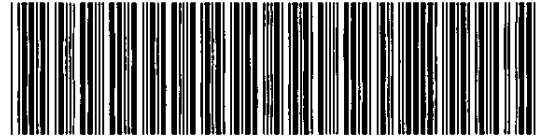
(Business Entity Name)

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APPROVED  
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15 MAR 12 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1 Batch MAR 12 2015

*Amended And Re-stated***ARTICLES OF ORGANIZATION FOR  
RESTORATION NETWORK, LLC**15 MAR 12 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDAAPPROVED  
AND  
FILED**Article I. Name and Offices**

The adopted name of the organization shall be Restoration Network, LLC. And the principal office of the business in the state of Florida shall be located at 8550 Donald Road, Sneads, Florida, 32460. The business may have such other Offices, either within or without the State of Florida, as the Executive Director or board of directors may designate or may require from time to time as the law will allow. *THE DATE OF FILING WAS AUG. 26, 2011.*

**Article II. Non-Profit Status**

The Executive Director and or Board shall conduct all business acts in accordance with the state Nonprofit Business Act, as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law as described according to the Internal Revenue Code Section 501(c)(3) organization as required for tax exempt organizations. The articles shall be maintained at the Business's principal office in Florida as required by the Florida Limited Liability Company Act and shall be consistent with state limited liability company laws and are enforceable at law and in equity. This organization is dedicated to providing charitable, religious and educational services to restore individuals, families, communities, homeless, and the needy as stated in our purpose **(Article III below)**.

The Business shall fully comply with all applicable anti-discrimination laws, rules and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age in its education policies, admission policies, scholarship and loan programs, other school administered programs, or the provision of any rights or privileges to students, faculty, or employees. However, the Business does reserve the right to deny services to anyone of the above if it is not in the best interest of the Business on an individual bases.

**Upon the dissolution of the organization**, distribution of assets shall be distributed for one or more exempt purposes, within the meaning of the section 501(C)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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. In no event shall assets be directly or indirectly distributed to, or

for the benefit of any member of the Business. Assets will be distributed exclusively for exempt purposes.

### **Articles III. Purpose**

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501( C )(3) of the Internal Revenue Code and may not carry on activities not permitted to be carried on by a organization described in Section 501(c)(3), or corresponding section of any future federal tax code. Therefore; we will be dedicated to working exclusively with our member(s) to further their exempt purposes by seeking out funds that will help in our charitable, religious and educational services to restore communities, in family planning, health, religion, youth, teenage and low income mothers, senior citizens, the disable, homeless, and juvenile delinquents without prejudice of age, sex, religion or color. All efforts will be directed solely for the purpose to improve, religious integrity, education, safety, health (spiritual and physical), and awareness of services offered through our restoration efforts through workshops, meetings, flyers, mail/email, radio etc. We shall obtain funds to purchase properties, equipment and vehicles to provide transportation, food, shelter, medical service (Blood pressure checks), clothes, recreation, after school study hall, computer programs, meals, and nutrition education to prevent obesity in our youth and provide exercise for all age groups. Assist juveniles with community service and provide education outreach to assist them in getting GEDs, and High School Diplomas. Efforts will be made to seek out drop outs and get them back in school or into alternative education classes. Provide assistant to the homeless, such as food, clean clothes, etc. We have partnered with food banks, farm share programs, and our local town hall. We will partner with local schools, law enforcement, Doctors, ARNP's, Nurses and senior citizen homes to ensure our restoration network is reaching out to the community. All of these services will be provided without cost to the user with secured funds from donations grants, etc. Planned activities shall be made for targeted audience.

### **Article IV. Members**

Our Member(s) currently Mount Moriah Christian Church Worship Center Inc. will expeditiously and vigorously enforce all of their rights in this business and will pursue all legal and equitable remedies to protect their interest in Restoration Network, LLC.

The member(s) shall be limited and/or prohibited in their operation as required by the Internal Revenue Code Section 501(c)(3) organizations, government units, or any wholly owned instrumentalities of a state or political subdivision thereof. Our member(s) will not participate in any organizations contrary to the Internal Revenue Code Section 501(c)(3) to include the following activity: Members shall therefore be prohibited from direct or indirect

- a. Transfer of any membership interest or to a transferee, or

- b. Transfer direct or indirect interest (other than a membership interest) in, or assets of the business to any nonmember other than an Internal Revenue Code Section 501(c)(3) organization, governmental unit, or wholly owned instrumentality of a state or political subdivision for less than fair market value.
- c. Merge with, or convert into a for-profit entity nor
- d. Distribute any assets to members that cease to be organization described in the Internal Revenue Code Section 501(c)(3) organizations, government units, or any wholly owned instrumentalities of a state or political subdivision thereof.

In the event one or more members cease at anytime to be organizations described in Internal Revenue Code Section 501(c)(3), governmental units, or wholly owned instrumentalities of a state or political subdivision thereof, they shall immediately advise this business of their decision of such a status change and give this business at least a thirty days notice (if possible) prior to such change so the business can immediately secure another qualified member. When the new member has been secured, the proper amendments and notifications shall be consistent with Internal Revenue Code 501(c)(3).

## **Article V. Board of Directors**

**Section 1. General Powers, Number, Tenure and Qualifications:** The board of directors shall manage the affairs of the business. Only the board of directors can vote. The Board shall consist of an Executive Director, Chairman of the Board, Secretary, Treasurer and Chaplin. The Executive Director can add or remove directors as he/she sees fit in the best interest of the business. The Executive Director shall have sole power to appoint his/her successor. The Board shall consist of five persons as stated above, however; a minimum of three directors (the Executive Director and 2 directors) may transact at any meeting. This number may increase or decreased at the discretion of the Board from time to time. The directors shall hold office until their successor shall have been appointed. The directors need not be residents of the State of Florida.

**Section 2. Regular Meetings:** Regular meetings of the board of directors shall be held with reasonable notice to the directors on the 7th day of the January of each year beginning the year 2012 or as such time fixed by the board. The board may provide by resolution, the time and place, either within or without the state of Florida, for the holding of additional regular meetings without other notice than such resolution.

**Section 3. Special Meetings:** Special meetings of the board of directors may be called by the Executive Director or at the request of the majority of the directors. The person or persons authorized to call special meetings of the directors may fix any place, within or without the

state of Florida, as the place for holding any special meeting of the board of directors called by them.

**Section 4. Notice:** Notice of any meeting shall be given at least seven days previously thereto by written, electronic or verbally communication. However a director may waive the seven day notice of any meeting by attending the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any because the meeting is not lawfully called or convened. However; in the event of an emergency, the seven day notice shall be waived or a scheduled meeting cancelled.

**Section 5. Quorum and Manner of Action:** A majority of the number of directors fixed by section 1 of this Article shall constitute a quorum for the transaction of at any meeting of the board of directors, but if less than such majority is present at a meeting, it shall be noted in the minutes and the meeting postponed. Only the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

**Section 6. Action without a Meeting:** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the majority of the directors.

**Section 7. Vacancies and Deadlock:** Any vacancy occurring in the board of directors may be filled by the Executive Director. The term of his or her tenure shall be until the appointment of his/her predecessor. In the event an equal number of votes are cast for adoption or rejection of any proposal before the board of directors, a director who is also the Executive Director of the business, may cast the deciding vote.

**Section 8. Compensation:** Includes salary or wages, deferred compensation, retirement benefits, whether in the form of a qualified or non-qualified employee plan (pensions or annuities,) fringe benefits (personal, vehicle, meals, lodging, personal and family education benefits, low interest loans, payment of personal travel, entertainment, or other expenses, athletic or country club membership, and personal use of your property), and bonuses. All compensation arrangements will be made in advance of paying compensation and shall be documented in writing with dates, time of compensation, etc. Records shall be maintained of the meeting minutes and compensative agreement for no less than what the law allows. The decision made by each individual who decided or voted on compensated arrangements shall be recorded in writing. Compensation arrangements based on information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations must be approve. The information on which we relied to base our decision and its source must be recorded in writing. All compensations shall comply with and be

as described according to the Articles of Association statement (Article II) and the Internal Revenue Code Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code or future federal tax codes for tax exempt organizations.

## **Article VI. Officers**

**Section 1. Number:** The officers of the business shall be an Executive Director, one or more Chairman of the Boards (the number will be determined by the directors as the need arise) a secretary, and a treasurer, each of whom shall be elected by the board, should the Executive Director waive the right to appoint a person to the position. Such other officers and assistant officers as may be deemed necessary may be elected by the board of directors or appointed by the Executive Director. The three directors shall serve as Executive Director, Chairman of the Board, Treasurer and Secretary. Any two or more offices may be held by same person, except the offices of Executive Director and secretary.

**Section 2. Election and Term of office:** The officers of the business to be elected by the board of directors shall be elected annually by the board of directors. The Executive Director can appoint an officer at his/her discretion in the best interest of the business. If the election of officers shall not be held at the annual meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected or appointed and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal:** Any officer or agent may be removed by action of the board of directors recommendation whenever in its' judgment the best interest of the business will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. All recommendations for removal must be submitted to the Executive Director in writing and must be approved by the Executive Director.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors or appointed by the Executive Director for the unexpired portion of the term.

**Section 5. Executive Director:** The Executive Director shall be the principal executive officer of the business and shall work with the board of directors in the operation of the business. The Executive Director shall in general supervise all of the affairs of the business. He or she shall, when present, preside at all meetings of the board of directors. He or she may sign, with the secretary or any other proper officer of the business deeds, mortgages, bonds contracts, or other instruments which the board of directors or Executive Director has authorized to be executed, except in cases where the signing and execution thereof shall be expressly shall be

required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of Executive Director and such other duties as may be prescribed by the board of directors from time to time. The Executive Director must name a successor to take his or her position. In the event a successor is not named, the senior Chairman of the Board (if more than one) shall become Executive Director.

**Section 6. The Chairman of the Board:** In the absence of the Executive Director or in the event of his or her death, disability or resignation, the Chairman of the Board (or in the event there be more than one Chairman of the Board, the Chairman of the Board in the order designated at the time of their election by seniority) shall perform the duties of the Executive Director, until the successor (preselected by the Executive Director) assume the office. The successor shall have all the powers of and be subject to the restrictions upon the Executive Director. Any Chairman of the Board shall perform such other duties as from time to time may be assigned to him by the Executive Director or by the board of directors.

**Section 7. The Secretary:** The secretary shall: (a) keep the minutes of the proceedings of the Executive Director and board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By Laws or as required by law; (c) be custodian of the corporate records and of the seal of the business, if any; (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Executive Director or by the board of directors.

**Section 8. The Treasurer:** The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the business; (b) receive and give receipts for monies due and payable to the business from any source whatsoever, provide monthly expenditure reports, provide information on loan and deposit all such monies in the name of the business in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By Laws; and (c) in general perform all of the duties as assigned time to time by the Executive Director or board of directors. If required by the Executive Director or board of directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Executive Director or board of directors shall determine. All records must be maintained according to the laws of the state of Florida and as described according to the Internal Revenue Code Section 501(c)(3) organization as required for tax exempt organizations and as described in the Articles of Association.

**Section 9. Assistant Secretaries and Assistant Treasurers:** The assistant treasurer shall respectively, if required by the Executive Director or board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as shall be determined by the Executive Director or board of directors. The assistant secretaries and treasurer, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer,

respectively or by the Executive Director or board of directors. All records must be maintained according to the laws of the state of Florida as described according to the Internal Revenue Code Section 501(c)(3) organization as required for tax exempt organizations.

**Section 10. Salaries:** Salaries will only be allowed when by law, grants require such appointments to run said program to provide service to the community. The salaries of the officers shall be fixed when allowed from time to time by the board of directors and no officers shall be prevented from receiving such salaries by reason of the fact that he or she is also a director of the business. The individuals that approve compensation arrangements will follow the Conflict of Interest Policy. All compensations arrangements must be approved in advanced of paying compensations. All approved compensated arrangements dates and terms shall be documented. All records must be maintained according to the laws of the state of Florida. The decision made by each individual who decided or voted on compensated arrangements shall be recorded in writing. Compensation arrangements based on information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations must be approve. The information on which we relied to base our decision and its source must be recorded in writing and as described according to the Internal Revenue Code Section 501(c)(3) organization as required for tax exempt organizations.

### **Article VII Indemnity**

The business shall indemnify any director or officer or former director or officer of the business against all expenses actually and reasonably incurred by him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party reason of being or having been such director or officer. This indemnity, however shall not extend to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal to be liable for negligence or misconduct in performance of duty to the business. The foregoing right of indemnification shall be exclusive of other rights to which any director or officer may be entitled as a matter of law.

### **Article VIII Contracts, Loans, Checks, and Deposits**

**Section 1. Contracts:** The Executive Director or board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the business, and such authority may be general or confined to specific instances. The Executive Director or board of directors may pass resolutions from time to time which limit the authority of persons to act on behalf of the business. The individuals that approve compensation arrangements will follow the Conflict of Interest Policy. All compensations arrangements must be approved in advanced of paying compensations. All approved compensated arrangements dates and terms shall be documented. All records must



be maintained according to the laws of the state of Florida. The decision made by each individual who decided or voted on compensated arrangements shall be recorded in writing. Compensation arrangements based on information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations must be approve. The information on which we relied to base our decision and its source must be recorded in writing.

**Section 2. Loans:** No loans shall be contracted on behalf of the business and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors or Executive Director. Such authority may be general or confined to specific instance. The individuals that approve compensation arrangements will follow the Conflict of Interest Policy. All compensations arrangements must be approved in advanced of paying compensations. All approved compensated arrangements dates and terms shall be documented. All records must be maintained according to the laws of the state of Florida. The decision made by each individual who decided or voted on compensated arrangements shall be recorded in writing. Compensation arrangements based on information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations must be approve. The information on which we relied to base our decision and its source must be recorded in writing.

**Section 3. Checks, Drafts, etc.:** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the business shall be signed by such officer or officers, agent or agents of the business and in such manner as shall from time to time be determined by resolution of the board of directors or Executive Director. The individuals that approve compensation arrangements will follow the Conflict of Interest Policy. All compensations arrangements must be approved in advanced of paying compensations. All approved compensated arrangements dates and terms shall be documented. All records must be maintained according to the laws of the state of Florida. The decision made by each individual who decided or voted on compensated arrangements shall be recorded in writing. Compensation arrangements based on information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations must be approve. The information on which we relied to base our decision and its source must be recorded in writing.

**Section 4. Deposits:** All funds of the business not otherwise employed shall be deposited from to the credit of the business in such banks, trust companies or other depositories as the board of directors or Executive Director may select according to tax exempt laws.

**Section 5. Conflict of Interest:** Conflict of Interest policy will be referred to, implemented and adhered in affairs as needed.

### **Article IX Fiscal Year**

The fiscal year of the business shall begin on the first day of January and end on the thirty-first day of December in each year.

### **Article X Waiver of Notice**

Whenever any notice is required to be given to any director of the business under the provisions of these Articles or under the provisions of the State of Florida Nonprofit Business act, as described according to the Internal Revenue Code Section 501(c)(3) organization as required for tax exempt organizations, a waiver thereof in writing signed by the Executive Director or person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Article XI Amendments**

The Articles of Organization amendments, may be amended by the Executive Director or the board of directors at any regular, special or emergency meeting but will be consistent with Internal Revenue Code Section 501(c)(3).

### **END OF ARTICLES**

### **Signature Page for Articles**

Elouise M. James  
Executive Director Elouise M. James

3/12/15  
Date of Adoption

Christine Dawson  
Secretary – Christine Dawson

3-12-15  
Date of Adoption

Cher Marlow  
Chairman of the Board – Cher Marlow

3/12/15  
Date of Adoption

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAR 12 PM 2:10

APPROVAL  
AND  
FILED