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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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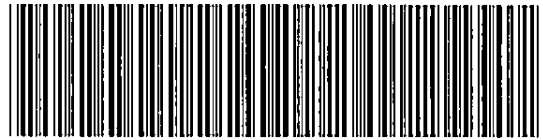
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FL

K. Hester  
12/27/24

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: PIECING IT TOGETHER LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

OLIVIA A WALKER

Name of Person

PIECING IT TOGETHER LLC

Firm/Company

625 W UNION ST

Address

JACKSONVILLE, FL 32202

City/State and Zip Code

OLIVIAADELLE13@GMAIL.COM

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

For further information concerning this matter, please call:

OLIVIA A WALKER

at (904) 710-6075

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$25.00 Filing Fee      ☐ \$30.00 Filing Fee & Certificate of Status      ☐ \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)      ☒ \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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TALLAHASSEE, FL  
STATE

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

PIECING IT TOGETHER LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on JULY 25, 2024 and assigned Florida document number L24000330099.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

**Enter new principal offices address, if applicable:**

**(Principal office address MUST BE A STREET ADDRESS)**

**Enter new mailing address, if applicable:**

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

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

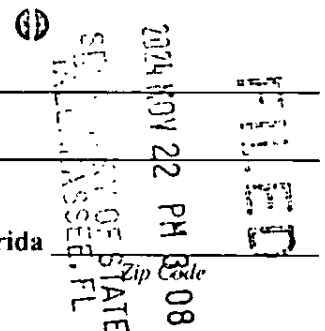
Name of New Registered Agent:

New Registered Office Address:

*Enter Florida street address*

*City*, Florida

*City*



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

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

**If Changing Registered Agent, Signature of New Registered Agent**

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager  
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
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CLERK OF STATE  
TALLAHASSEE, FL

**D. If amending any other information, enter change(s) here:** *(Attach additional sheets, if necessary.)*

\*See attached\*

**E. Effective date, if other than the date of filing:** JULY 22, 2024 (optional)  
 (If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing, pursuant to 605.0207 (3)(b).)  
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

Dated November 18th 2024

Nilla J. Nall  
Signature of a member on

Signature of a member or authorized representative of a member

WILLIE J. WALKER, ESO.

Typed or printed name of signee

**Purpose Clause**

This organization is organized exclusively for charitable and educational purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Dissolution Clause**

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of 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 state or local government for a public purpose.

**Special Provisions per section 508(e)**

Further, the purposes for which this entity is organized is to engage in charitable activities and to conduct itself as required by the Internal Revenue Code of the United States including sections 4941 through 4945.

## **Conflict of Interest Policy**

### **Article I**

#### **Purpose**

The purpose of this conflict of interest policy is to protect Piecing It Together LLC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Piecing It Together LLC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II**

#### **Definitions**

1. **Interested Person** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which Piecing It Together LLC has a transaction or arrangement,
  - b. A compensation arrangement with Piecing It Together LLC or with any entity or individual with which Piecing It Together LLC has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Piecing It Together LLC is negotiating a transaction or arrangement.
  - d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III**

#### **Procedures**

1. **Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement,
2. **Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Piecing It Together LLC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Piecing It Together LLC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflict of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V**

### **Compensation**



- a. A voting member of the governing board who receives compensation, directly or indirectly, from Piecing It Together LLC for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Piecing It Together LLC for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Piecing It Together LLC, either individually or collectively is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands Piecing It Together LLC intends to be charitable and in order to secure and maintain federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

### **Periodic Reviews**

To ensure Piecing It Together LLC operates in a manner consistent with charitable purposes, and doesn't engage in activities that could jeopardize its/a tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Piecing It Together LLC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews, as provided for in Article VII, Piecing It Together LLC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.