

Roland Werner
Requester's Name
187 Crossways Dr. M.F.L.
Address
Leesburg Fl. 34788
City/State/Zip
Phone #
352-357-6676

NO 10000001691
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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TALLAHASSEE, FLORIDA

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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T. SMITH MAR 12 2001

Examiner's Initials

ARTICLES and BYLAWS
BETTER LIVING COMMUNITY MART FOUNDATION, INC.

ARTICLE I - NAME

The name of the corporation shall be BETTER LIVING COMMUNITY MART FOUNDATION, INC (hereinafter referred to as the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal office for the transformation of business of the corporation is hereby fixed and located at 2828-2 South Bay Street, Eustis, FL 32726. The board of Directors may at anytime or from time to time change the location to another.

ARTICLE III - PURPOSES

Section 1. General. The purposes for which the Corporation is organized are charitable, educational, scientific, literary and religious purposes, including the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational, scientific, literary and religious purposes within the meaning of Section 501(c) (3) and also Sections 170(c) (2) (B), 2055 (a) (2) and 2522 (a) (2) of the Internal Revenue code of 1986, or the corresponding provisions of any subsequent federal tax law.

Section 2. Specific. The objectives of this corporation are to receive contributions, gifts, bequests, devises, or any other kind of transfer or conveyance of money or property to this Corporation, either outright or in trust as trustees, to administer said sums of money or said property and to apply to the use and benefit of the populace of Lake County and general area the income or the proceeds from the sale or other disposition of said sums of money or property and to aid and encourage by providing assistance to the needy in meeting temporary materials needs and or to help them to become self supporting. The needs may include food, clothing, household furnishings, and financial aid. The persons helped may be anyone, but especially targeted are the unemployed, underemployed, retired, and those facing life crises such as sudden homelessness or abusive relationships and those victimized by natural disasters or crime.

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ARTICLE IV - BOARD OF DIRECTORS

Section 1. Members.

- (a) There shall be one class of members admitted by application. Any and all persons with an interest and desire in supporting the Corporation shall submit an application to the Board and shall be accepted by a majority vote of the Board of Directors. Any member not serving the Corporation in good faith, knowingly violating the state laws or Corporation by-laws governing corporation activities may be voted from membership by a majority vote of the Board of Directors.
- (b) **Regular Meetings.** Regular meetings of the membership of the Corporation shall be held at least one (1) time per year at such place and at such time as determined by the Board. Written notice of all meetings shall be mailed, sent not more than thirty (30) days or less than (10) days immediately preceding the time fixed for said meeting.

Section 2. Number of Directors.

There shall be five (5) members on the Board of Directors. Certain individuals shall be members by reason of the office they hold as 1. Pastor of the Mt. Dora Seventh-day Adventist Church, and 2. The Administrative Elder. The status of such individuals as members of this Corporation shall continue during their tenure in the positions they hold with the Mt. Dora Seventh-day Adventist Church.

Section 3. Selection of Directors.

- (a) The Board of Directors shall consist of five (5) members including those that qualify under Section 2 (a) until changed by amendment to these articles, and a majority of the regular members of the Board shall constitute a quorum for the transaction of business.
- (b) The remaining three (3) directors shall be elected by the members of the Corporation to three-year terms of office, such terms of office to be arranged as to provide that only one-third (1/3) of the Directors will be elected at each annual meeting.
- (c) All elected directors shall hold office until their respective successors are elected.
- (d) Officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, and Secretary/Treasurer. The term of office shall be two (2) years, July 1 through June 30 of every even numbered year. Officers shall be members of the Board of Directors and shall serve without compensation. All members of the Board of Directors, including officers, may serve unlimited consecutive terms of office, as long as they are duly elected to office.

Section 4. Powers of Directors.

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors.

Article IV. Section 4. (continued)

Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove any or all the other officers, agents, and employees of the Corporation; prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation or the Bylaws; fix their compensation and require from them security or bonding to insure faithful service.
- (b) To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations that are consistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best.
- (c) To change the principal office for the transaction of the business of the Corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without of the State of Florida for the holding of any Directors' or members' meetings; and to adopt, make, and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, providing such seal shall at all times comply with provisions of law.
- (d) To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 5. Vacancies. Any vacancy or vacancies in the elected Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by a quorum of the remaining Directors.

Section 6. Time of Regular Meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of every month, unless otherwise specified, at the principal office of the Corporation, if there is sufficient business to warrant such a meeting. Notice of cancellation of each meeting shall be given to each Board member by the Executive Secretary.

Section 7. Place of Regular Meetings. Regular meetings of the Board of Directors shall be held at any place within or without of the State which has been designated from time to time by resolution of the Board or by written consent of a majority of the members of the Board. In the absence of such designation, other meetings shall be held at the principal office of the Corporation.

Section 8. Organizational Meetings. Immediately following each annual meeting of members, the Board of Directors shall hold an organizational meeting for the purpose of election of officers, and the transaction of other business. If it is not possible to meet immediately following the bi-annual meeting, then the election of officers may take place at the next meeting of the Board of Directors.

Section 9. Special Meetings.

- (a) Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chairperson or by any two Directors. Written notice of the time and place of special meetings shall be delivered expeditiously to each Director.
- (b) The transaction of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as at any meeting held after regular call and notice, if a quorum be present and it after the meeting each of the Directors not present sign a written waiver of notice or consent to hold such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of regular minutes of the board.

Section 10. Adjournment. In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting shall be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 11. Removal. A Director may be removed from office, for cause, by the vote of a majority of the Directors.

Section 12. Compensation. The Directors shall receive no compensation for their services as such.

ARTICLE V - EXECUTIVE OFFICERS

Section 1. Officers. The officers of this Corporation shall be a Chairperson, Vice Chairperson, Secretary, Executive Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. The Corporation may also have, at the discretion of the Directors, one or more additional Vice-Chairs, one or more Assistant Secretaries, and one or, more Assistant Treasurers. When the duties do not conflict, one person, other than the Chairperson may hold more than one of these offices.

Section 2. Elections. The Board of Directors shall elect all officers of the Corporation for terms of two years or until their successors are elected and qualified.

Section 3. Vacancies. A vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4. Chairperson. Subject to the control of the Board of Directors, the Chairperson shall have general supervision, direction, and control of the business and affairs of the Corporation. He shall preside at all meetings of the members and Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the President, and in so acting shall have all the powers of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 7. Executive Secretary. The Executive Secretary shall obtain the record of proceedings of the Board of Directors from the Secretary, and shall obtain the signature of the President on the record, and distribute copies of the minutes to all Board members.

Section 8. Treasurer. The treasurer shall receive and safely keep all funds of the Corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation signed by the Chairperson, Vice Chairperson, Treasurer, or Secretary, or by such officers as may be designated by the Board of Directors as authorized to sign the same. The Treasurer shall be responsible for preparation of and presentation to the Board of Directors, no less often than annually, financial statements disclosing the receipts and disbursements of property or money by the Corporation during the period covered by the reports and statements showing the financial conditions of the Corporation as of the date of the report and as of the end of its fiscal year. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 9. Powers. Unless expressly authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VI - AMENDMENTS or APPEALS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting, except that a Bylaw fixing or changing a number of Directors may be adopted, amended, or repealed only by the vote or written consent of a majority of the members of the Corporation.

ARTICLE VII - MISCELLANEOUS

Section 1. Salaries and Expenses. Directors as such shall not receive any stated salary for their services; however, by resolution of the Directors, expenses of attendance at regular or special Directors' meetings, or membership meetings by the Directors, may be allowed. Nothing contained herein, however, shall be construed as to preclude any Director from serving the Corporation in any other capacity and receive compensation therefore, as approved by the Board of Directors.

Section 2. Committees. The Directors, by majority resolution, may designate one or more committees, each of which shall consist of at least one Director. The function of any committee shall be advisory only.

Section 3. Rules. All meetings of the Corporation shall be governed by the provisions of Robert's Rules of Order, Newly Revised.

Section 4. Miscellaneous.

- (a) The Chairpperson, or Vice Chairperson, and the Secretary, Executive Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all voting securities held by this Corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers. The Board of Directors may provide for protection of the assets and properties of the Corporation, or any properties which it holds in trust for others, by requiring a corporate surety bond covering Directors, officers, or employees, or all of them as the Directors may determine, in such amounts as the Directors may from time to time deem necessary and appropriate and the Directors may further provide for public liability insurance coverage in such amount, or amounts, as the Board may from time to time determine necessary and appropriate.
- (b) The Corporation shall observe a nonpartisan policy with regard to politics.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of this Corporation, 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 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 so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the Corporation 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.

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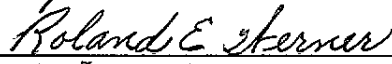
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as register agent to accept service of process for the above stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as register agent and agree to act in this capacity.



Signature/Registered Agent

3/12/01
Date



Signature/Incorporator

3/12/01
Date

Prepared by an ad hoc Constitution and ByLaws Committee appointed by Chairperson, Kevin Jorah which met during February, 2001. Committee members were:

Registered Agent: Kevin Jorah 335 Youth Camp Rd. Groveland, Fl 34736
Roland Werner
Keith Relea
Roy Peters
Rayma Peters
Pastor Mike Coe