

NO 1000003384

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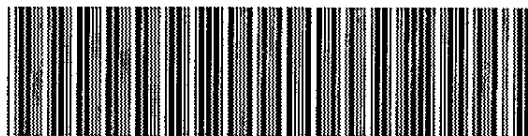
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
G. Coulllette JUL 27 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Word Alive Ministries Community Service Corporation

DOCUMENT NUMBER: N01000003384

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

Please return all correspondence concerning this matter to the following:

Debra L. Wright, Executive Director

(Name of Contact Person)

Word Alive Ministries Community Service Corporation

(Firm/ Company)

Post Office Box 91540

(Address)

Lakeland, Florida 33804

(City/ State and Zip Code)

For further information concerning this matter, please call:

Debra L. Wright, Executive Director

(Name of Contact Person)

at (863) 686-2227

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input 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

The date of adoption of the amendment(s) was: October 3, 2005

Effective date if applicable: _____
(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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____

Debra L. Wright
(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.)

Executive Director
(Typed or printed name of person signing)

Debra L. Wright
(Title of person signing)

FILING FEE: \$35

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1022 Lakeland Hills Boulevard, Lakeland, Florida 33801.

ARTICLE III
PURPOSE

Word Alive Ministries Community Service Corporation, is a faith-based non-profit 501c3 organization that seeks to enhance the quality of community life by mobilizing neighborhood revitalization efforts through the development and expansion of community service programs that holistically pursues and balances affordable housing, education, wellness, human services, economic and workforce development within the low-moderate income, rural, urban and immigrant communities.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Board of Directors Composition

The Board of Directors, subject to Florida law, the Articles of Incorporation, these Bylaws, and the Board of Directors Manual, shall manage the business and affairs of this Corporation. The Board of the Corporation, together with the Executive Committee shall constitute the Board of Directors.

The Board of Directors shall consist of not less than sixteen (16) members. The Board of Directors shall have an Executive Committee that consist of four (4) elected officers that serve as President/Chairman, Vice-President/Co-Chairman, Secretary and Treasurer. The Board of Directors shall have twelve (12) board members.

- A. At least one-third of the Board of Directors members shall reside, own businesses, own property and/or live the area served.
- B. Word Alive Ministries is requested to appoint four (4) individuals from their congregation to serve as members of the Board of Directors.
- C. The E.T. Pickett, founder of the Corporation, shall serve as an emeritus member of the Board of Directors.
- D. The Mayor of the City of Lakeland is requested to appoint two (2) individuals from Lakeland to serve as members of the Board of Directors.

Section 2. Qualifications

Any adult who subscribes to the purpose of this Corporation may become a member of the Board of Directors. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Each board member shall be at least twenty-one (21) years of age.

- A. Applicants must complete an application package which consist of:
 - a. Application
 - b. Updated Resume

- c. Conflict of Interest Statement
 - d. Signed Commitment
- B. Qualifications for the Executive Committee consist of at least one (1) year of active service as a member of the board, prior to the nomination.

Section 3. General Powers

The Board of Directors has the power delegate the management of the day-to-day operations of the business of the Corporation to an appointed Executive Director.

Section 4. Compensation

The Corporation shall not pay any compensation to the Board of Directors for services render to the Corporation, exception that Board of Directors receives reasonable reimbursement for expenses incurred in the performance of their duties to the Corporation as may be determined by the Board of Directors.

The Board of Directors shall have no vested right, interest, privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable or which shall continue if his/her membership ceases or while he/she is not in good standing.

The Corporation will make no personal loans to any of its Board of Directors or employees.

Section 5. Executive Committee

The officers of the Corporation shall be entitled as the Executive Committee which shall consist of four (4) elected officers that serve as President/Chairman, Vice-President/Co-Chairman, Secretary and Treasurer. The Executive Committee shall be selected from the members of the Board of Directors, and shall continue to be voting members of the board.

A. President/Chairman

- a. The President shall be the Chairman of the Board of Directors for the Corporation and will subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President/Chairman shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rule of Order and generally will perform all duties incident to the office of President/Chairman and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws of the Board of Directors Manual.

B. Vice-President/Co-Chairman

- a. The Vice-President shall be the Co-Chairman of the Board of Directors for the Corporation and second officer in the chain of command. The Vice-President/Co-Chairman shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors. The Vice-President/Co-Chairman

is responsible for the development of the Board of Directors Manual and generally will perform all duties incident to the office of Vice-President/Co-Chairman and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws of the Board of Directors Manual.

C. Secretary

- a. The Secretary will keep minutes of the Executive Committee Meetings and Special Committee meetings; will be custodian of the corporate records. The Secretary will give all notices as are required by law of these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws of the Board of Directors Manual.

d. Treasurer

- a. The Treasurer will have access and accountability for all fundraising funds generated by the Board of Directors. The Treasurer will oversee and supervise the fundraising financial business of the Corporation, render reports and accountings to the Board of Directors. The Treasurer will perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws of the Board of Directors Manual.

e. Executive Director

- a. The Board of Directors may appoint an Executive Director to serve at the Board's discretion or upon such terms in writing as the Board may determine at the time of his/her appointment or thereafter. The Executive Director shall be the chief Executive Officer and administrator of the Corporation and shall have the duties of implementing directives, decisions, and policies of the Board of Directors pertaining to administration, human resource, financing/fiscal budgeting, programming, public relations and other duties as assigned by the Board of Directors.
- b. The Executive Director shall report to the Board of Directors at the Regular and Annual Meeting.
- c. The Executive Director shall not be a member of the Board of Directors during his/her service under such appointment.

Section 6. Special Committees

The President/Chairman may designate and appoint special committees as he/she sees fit. Such committee shall consist of two (2) or more Board of Directors. The committees shall have and exercise such prescribed authority as is designated by the Board of Directors. In addition, the President/Chairman may appoint special task forces on an ad-hoc basis as appropriated to address specific issues, projects, or opportunities.

- A. Committees can not bind the Corporation to any contract agreement, or expend corporate funds, unless specifically authorized by the Board of Directors.

- B. Minutes shall be kept at each meeting of any committee and shall be filed with the Secretary of the Corporation for the corporate records.

ARTICLE XII

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes for which the Corporation was formed, or to such organization(s) organized and operated exclusively for charitable, educational, religious, testing for public safety, literary or scientific purposes as shall at that time qualify as an exempt organization(s) under Code Section 501 (c) (3) and as an organization(s) described in the Code Sections 170 (c), 2522 (a), or to the federal government, or to a state or local government, for such public purposes as the board shall determine.

ARTICLE VII

INDEMNITY

The Corporation shall indemnify the Board of Directors, employees and agents of the Corporation and such persons' heirs and legal representatives where such person is a party or is threatened, pending, or completed action, suite or proceeding, whether civil, criminal, investigative or administrative, including all appeals by reason of the fact that such person is or was a member, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation in any capacity, against expenses incurred in including attorney's fees, judgment debts, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith an in manner he reasonably believed o be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was lawful.

The determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a pleas or no contendere or its equivalent, shall not of itself create a presumption that the person to the best interest of the Corporation, or with respect to any believed to be I or opposed to the best interest of the Corporation, or with respect to any criminal action, suit, or proceeding, that he had a reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such, director, officer, employer or agent may be entitled as a matter of law.

The Corporation shall carry officers and directors liability insurance with an insurance company authorized to transact business in the State of Florida in an amount approved by the Board of Directors.

ARTICLE VIII

OPERATIONS

Section 1. Fiscal Year

The fiscal year shall run from November 1st thru October 31st.