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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Torch Relay for Children's Miracle  
Network

DOCUMENT NUMBER: NO3000009321

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

Please return all correspondence concerning this matter to the following:

Keith Kocarek  
(Name of Contact Person)

The Torch Relay for CMN  
(Firm/ Company)

6649 Westwood Blvd  
(Address)

Orlando, FL 32821  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Keith Kocarek at ( 407 ) 206-6239  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee    ☐ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☒ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

The Torch Relay for Children's Miracle Network, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

NO300008321

(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:

**NEW CORPORATE NAME (if changing):**

No change

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III - amended purpose to include 501(c)2 language

Added Article VIII - Power Clause

Added Article IX - Dissolution Clause

Added By-law IX - Conflict of Interest Policy

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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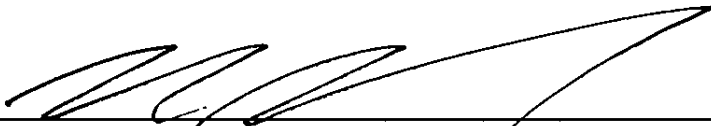
The date of adoption of the amendment(s) was: 10-14-07

Effective date if applicable: 11-1-07  
(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

  
(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.)

Keith Kocamec  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**

# Articles of Amendment to

## ARTICLES OF INCORPORATION

In compliance with Chapter 617 F.S. (Not for Profit)

### THE TORCH RELAY FOR CHILDREN'S MIRACLE NETWORK, INC.

#### ARTICLE I: NAME

The name of the corporation shall be: THE TORCH RELAY FOR CHILDREN'S MIRACLE NETWORK, Incorporated.

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 6649 Westwood Blvd, Orlando, FL 32821

#### ARTICLE III: PURPOSE

The Torch Relay for Children's Miracle Network is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 © (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). All funds acquired will be devoted solely to this purpose with no more than 20% of funds raised devoted to expenses.

#### ARTICLE IV: MANNER OF ELECTION

The manner in which directors are elected or appointed: The directors will be appointed by the current board of directors through a simple majority vote.

#### ARTICLE V: INITIAL DIRECTORS AND OFFICERS

Keith Kocarek  
President and Chairman  
6649 Westwood Blvd  
Orlando, FL 32821

Chris Steinman  
Vice President  
6649 Westwood Blvd.  
Orlando, FL 32821

Sandra Schuman  
Director  
6649 Westwood Blvd.  
Orlando, FL 32821

Dorathy Nevitt  
Director  
6649 Westwood Blvd.  
Orlando, FL 32821

Scott Weisz  
Director  
6649 Westwood Blvd.  
Orlando, FL 32821

Maria Milan  
Director  
6649 Westwood Blvd.  
Orlando, FL 32821

#### **ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Keith Kocarek  
6649 Westwood Blvd.  
Orlando, FL 32821

#### **ARTICLE VII: INCORPORATION**

The name and address of the Incorporator is:

Keith Kocarek  
President and Chairman  
6649 Westwood Blvd  
Orlando, FL 32821

#### **ARTICLE VIII: POWERS CLAUSE**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

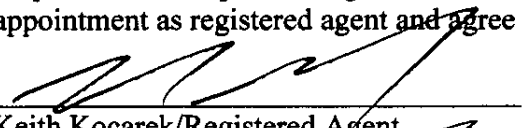
#### **IX: DISSOLUTION**

Upon 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, i.e. charitable, educational, religious or scientific, 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.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose s specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

.....

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

  
Keith Kocarek/Registered Agent

10-14-07 (amended)  
Date

  
Keith Kocarek/Incorporator

10-14-07 (amended)  
Date

## **BYLAWS**

### **I: MEMBERSHIP**

The organization shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws.

### **II: BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of seven (7) members. The Board of Directors shall serve as the officers of this organization. At least one of the directors shall be a resident of the state of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization and shall serve a term of two years.

The Board of Directors shall have control and management of the affairs and business of this organization.

The President of the organization by virtue of his/her office shall be Chairman of the Board of Directors

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

### **III: PRESIDENT AND BOARD OF DIRECTORS CHAIRMAN**

The president shall preside at all membership meetings and shall;

- present an annual report of the work of the organization at each annual meeting
- appoint all committees, temporary or permanent
- see all books, reports and certificates required by law are properly kept or filed
- maintain signing authority over checks and drafts of the organization
- manage all salaried and corporate staff
- have such powers as may be reasonably construed as belonging to the chief executive of any organization.

### **IV: VICE PRESIDENT**

The vice president shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he/she has been the duly elected president

### **V: FISCAL YEAR**

The organization shall operate on a fiscal year that ends on the last day of February and begins on March 1



## **VI: MEETINGS**

There shall be a minimum of two annual Board of Director meetings – one will be held within 30 days of the fiscal year and the second to be determined by a vote of the existing Board of Directors.

The presence of not less than 70% of the current Board of Directors voting shares shall constitute a quorum and shall be necessary to conduct the business of this organization.

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization.

## **VII: SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

## **VIII: AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 70% of the voting shares of the members.

## **IX: CONFLICT OF INTEREST POLICY**

### **ARTICLE I PURPOSE**

The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable State laws governing conflicts of interest applicable to non-profit and charitable corporations.

### **ARTICLE II DEFINITIONS**

1. Interested Person. Any director, principal officer or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the group of affiliated organizations of which the Corporation is a part, he or she is an interested person with respect to all entities in the group.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family members:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. a potential ownership or investment interest in or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

3. Family Members. A family member is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister of a director, principal officer or member of a committee with board delegated powers.

### ARTICLE III PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial 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. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

b. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy.

a. If the board or committee has reasonable cause to believe that 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 response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has, in fact, failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and correction action.

### ARTICLE IV RECORDS OF PROCEEDINGS

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

a. the names of the persons who disclosed or otherwise were found to have a 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 board's or committee's decision as to whether a conflict of interest in fact existed; and

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 proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**ARTICLE V  
COMPENSATION COMMITTEES**

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

**ARTICLE VI  
ANNUAL STATEMENTS**

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

- a. has received a copy of the Conflicts of Interest Policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands that the Corporation is a charitable organization and that in order to maintain its Federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

**ARTICLE VII  
PERIODIC REVIEWS**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from Federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, including the following subject:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining.
- b. Whether acquisitions of services result in inurement or impermissible private benefit.
- c. Whether partnership and joint venture arrangements and arrangements with other organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.
- d. Whether agreements with providers, employees and third party payors further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

**ARTICLE VIII  
USE OF OUTSIDE EXPERTS**

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the board of its responsibility for insuring that periodic reviews are conducted.