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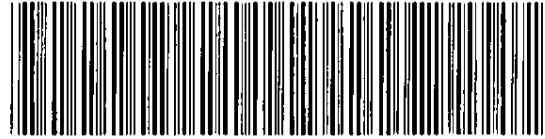
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: MJ's Family Center, Inc

DOCUMENT NUMBER: N04000000385

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

Please return all correspondence concerning this matter to the following:

Jacqueline Jackson

\_\_\_\_\_  
(Name of Contact Person)

MJ's Family Center, Inc dba Rich Women University

\_\_\_\_\_  
(Firm/ Company)

5840 Red Bug Lake Road #385

\_\_\_\_\_  
(Address)

Winter Springs, Florida 32708

\_\_\_\_\_  
(City/ State and Zip Code)

JACQUELINEJ@MAIL.COM

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

For further information concerning this matter, please call:

Jacqueline Jackson

321

557-3448

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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Articles of Amendment  
to  
Articles of Incorporation  
of

MJ's Family Center, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N04000000385

(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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

Florida

(City)

(Zip Code)

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

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
	<u>N/A</u>		
1) <input type="checkbox"/> Change <input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
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<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please See attached Articles of Amendment for MJ's Family Center, Inc for the following Articles:

Article I. Purpose., Article II. Offices., Article III. Members., Article IV. Directors., Article V. Committees.,

Article VI. Advisory Board., Article VII. Officers., Article VIII. Real Estate., Article IX. Funds, Deposits and Checks.,

Article X. Books and Records., Article XI. Indemnification., Article XII. Miscellaneous., Article XIII. Dissolution.

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Effective date **if applicable:** June 6th 2023  
(no more than 90 days after amendment file date)

**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.

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 12th 2023

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.)

Jacqueline Jackson  
(Typed or printed name of person signing)

Jacqueline Jackson

- Executive Director  
(Title of person signing)

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TALLAHASSEE, FL

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## TABLE OF CONTENTS

<b>ARTICLE I.....</b>	<b>1</b>
<b>PURPOSE.....</b>	<b>1</b>
Section 1.1 Corporation Not-for-Profit.....	1
Section 1.2 Charitable Purpose.....	1
<b>ARTICLE II.....</b>	<b>1</b>
<b>OFFICES.....</b>	<b>1</b>
Section 2.1 Registered Office.....	1
Section 2.2 Other Offices.....	1
<b>ARTICLE III.....</b>	<b>1</b>
<b>MEMBERS.....</b>	<b>1</b>
Section 3.1 Classes of Membership.....	1
Section 3.2 Membership Fee.....	1
Section 3.3 Member Meetings.....	1
Section 3.4 Notice of Member Activities.....	2
Section 3.5 Property Rights.....	2
Section 3.6 Liability of Members.....	2
Section 3.7 Termination of Membership.....	2
<b>ARTICLE IV.....</b>	<b>2</b>
<b>DIRECTORS.....</b>	<b>2</b>
Section 4.1 Management.....	2
Section 4.2 Number of Directors.....	2
Section 4.3 Election and Term of Office.....	2
Section 4.5 Advisory Board Members.....	3
Section 4.6 Compensation and Reimbursement of Expense.....	3
Section 4.7 Meetings.....	3
4.7.1 Annual and Regular Meetings.....	3
4.7.2 Special Meetings.....	3
Section 4.8 Place of Meetings.....	3
Section 4.9 Notice of Meetings.....	3
4.9.1.....	4
4.9.2.....	4
Section 4.10 Quorum and Voting.....	4
4.10.1.....	4
4.10.2.....	4
4.10.3.....	4
4.10.4.....	4
Section 4.11 Meeting held by Conference Telephone or Other Communications Equipment.....	4
Section 4.12 Action Without a Meeting.....	4

2023 JUN 16 AM 9:01

JUN 16 2023

Section 4.13 Resignation of Director.....	5
Section 4.14 Removal of Director .....	5
4.14.1 .....	5
4.14.2 .....	5
Section 4.15 Vacancies .....	5
Section 4.16 Duties of Director .....	5
Section 4.17 Liability of Directors .....	6
Section 4.18 Director Conflicts of Interest.....	6
Section 4.19 Executive Director.....	7
<b>ARTICLE V.</b> .....	8
<b>COMMITTEES</b> .....	8
Section 5.1 Board Committees .....	8
Section 5.2 Authority of Board Committees .....	8
5.2.1 Executive Committee.....	8
5.2.2 Finance/Audit Committee .....	9
5.2.3 Fundraising and Planning Committee.....	9
5.2.4 Other Committees.....	9
Section 5.3 Committee Limitations .....	9
<b>ARTICLE VI.</b> .....	10
<b>ADVISORY BOARD</b> .....	10
Section 6.1 Member Advisory Board .....	10
Section 6.2 Responsibilities of Member Advisory Boards .....	10
6.2.1 Ambassador's Council .....	10
6.2.2 Membership Committee.....	10
Section 6.3 Additional Advisory Boards .....	10
Section 6.4 Procedures for Advisory Boards .....	10
<b>ARTICLE VII.</b> .....	10
<b>OFFICERS</b> .....	10
Section 7.1 Officers .....	10
Section 7.2 Election, Term of Office, and Qualification .....	11
Section 7.3 Resignation.....	11
Section 7.4 Removal .....	11
Section 7.5 Vacancies .....	11
Section 7.6 Contract Rights.....	11
Section 7.7 Duties of Officers .....	11
7.7.1 President.....	11
7.7.2 Secretary.....	11
7.7.3 Treasurer .....	12
Section 7.8 Compensation and Reimbursement of Expenses .....	12
<b>ARTICLE VIII.</b> .....	12

2008 JUN 16 AM 9:01

10-1-11



<b>REAL ESTATE</b> .....	12
Section 8.1 Real Estate.....	12
<b>ARTICLE IX</b> .....	12
<b>FUNDS, DEPOSITS AND CHECKS</b> .....	12
Section 9.1 Gifts and Contributions.....	12
Section 9.2 Deposits.....	12
Section 9.3 Checks, Drafts, Orders for Payment.....	12
<b>ARTICLE X</b> .....	13
<b>BOOKS AND RECORDS</b> .....	13
Section 10.1 Corporate Records.....	13
Section 10.2 Members Inspection Rights.....	13
Section 10.3 Financial Receipts for Members.....	13
<b>ARTICLE XI</b> .....	14
<b>INDEMNIFICATION</b> .....	14
Section 11.1 Indemnification.....	14
<b>ARTICLE XII</b> .....	14
<b>MISCELLANEOUS</b> .....	14
Section 12.1 Corporate Seal.....	14
Section 12.2 Fiscal Year.....	14
Section 12.3 Amendment of Bylaws.....	14
Section 12.4 Relation to Articles of Incorporation.....	14
<b>ARTICLE XIII</b> .....	14
<b>DISSOLUTION</b> .....	14
Section 13.1 Dissolution.....	14
<b>CERTIFICATE OF ADOPTION OF BYLAWS</b> .....	15

2020 JUN 16 AM 9:01

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*Amendment*

OF

MJ'S FAMILY CENTER, INC.

**ARTICLE I.**  
**PURPOSE**

Section 1.1 Corporation Not-for-Profit. MJ's Family Center, Inc. (the "**Corporation**") is a Florida Not for Profit Corporation formed in accordance with Chapter 617 of the Florida Statutes.

Section 1.2 Charitable Purpose. MJ's Family Center, Inc., is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific mission of the Corporation shall be to deliver a transformative education that enriches the lives of women with financial, motivational, and the entrepreneurial skill sets to escape poverty (the "**Mission**").

**ARTICLE II.**  
**OFFICES**

Section 2.1 Registered Office. The registered office of the Corporation shall be as stated in the Articles of Incorporation, or such other location as may be determined from time to time by the Board of Directors.

Section 2.2 Other Offices. The Corporation may also have other offices, both within and without the State of Florida, as the Board of Directors may, from time to time determine or the business of the Corporation may require.

**ARTICLE III.**  
**MEMBERS**

Section 3.1 Classes of Membership. The Board of Directors may establish classes of nonvoting membership from time to time by resolution. The membership of the Corporation shall consist of the Board of Directors of the Corporation and such other persons as may be approved for membership in accordance with the requirements established by the Board of Directors for membership.

Section 3.2 Membership Fee. The Board of Directors may determine from time to time the amount of membership fees payable to the Corporation to establish each class of membership in the Corporation.

Section 3.3 Member Meetings. Meetings of the members (either all members or by class of member) shall be held when called by the Board of Directors. The Board of Directors shall provide

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reasonable notice of the date, time, and place of the members' meetings to the members, prior to the meeting.

Section 3.4 Notice of Member Activities. The Board of Directors shall provide reasonable notice to the members of all activities of the members of the Corporation.

Section 3.5 Property Rights. No member shall have any right, title, or interest in any of the property or assets of the Corporation, including any earnings or investment income of the Corporation, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section 3.6 Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment (other than for membership fees).

Section 3.7 Termination of Membership. Any member may resign from membership in the Corporation by delivering a written notice of resignation to an Officer of the Corporation. Any member may be terminated for non-payment of member dues, unless payment of such dues is specifically excused by the Board of Directors. The Board of Directors may terminate any member who does not support the purposes of the Corporation pursuant to a procedure that is fair and reasonable and is carried out in good faith.

#### **ARTICLE IV.** **DIRECTORS**

Section 4.1 Management. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Corporation's elected Board of Directors.

Section 4.2 Number of Directors. The number of Directors of the Corporation shall be not less than three (3) and no more than fifteen (15), as determined by the Board of Directors from time to time; provided, that no decrease in the number of Directors shall have the effect of shortening the term of an incumbent director. This is also in occurrence with State and Federal Law.

Section 4.3 Election and Term of Office. Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office for a two (2) year term or until such director's earlier resignation, removal from office, or death. The members of the Board of Directors shall elect Directors at the annual meeting of the Board of Directors (and at any other meetings of the Board of Directors) as may be necessary to fill positions on the Board of Directors. At any such meeting, the Executive Committee shall present nominations for Directors (as needed) in accordance with Section 5.2.4 and all Directors may make nominations. The Board of Directors shall elect Directors for two-year terms of office; provided, that the Board of Directors may elect or designate any director for any term that is less than two years if the Directors desire to maintain a staggered expiration of terms of office. A director shall hold office for the term for which such director is elected and until such director's successor has been elected and qualified (unless the

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number of Directors is decreased when a director's term expires) or until such director's earlier resignation, removal from office or death.

Section 4.4 Qualification. Directors must be natural persons who are eighteen (18) years of age or older and members of the Corporation in good standing. They do not have to be US Citizens; however, one US Citizen must be on the Board of Directors as long as the Corporation is formed in the United States.

Section 4.5 Advisory Board Members. The Board of Directors may select members of the general public, subject matter experts, or prior Directors who have provided outstanding service to the Corporation to serve as nonvoting Advisory Board Members of the Corporation. Advisory Board Members hold separate meetings as determined by the Executive Director and Executive Staff. Advisory Board Members may attend Board of Directors Meetings as determined by the Board of Directors and participate in discussions but are nonvoting Directors and are not considered in determining (i) a quorum at meetings, or (ii) the number of Directors.

Section 4.6 Compensation and Reimbursement of Expense. Directors shall serve without compensation for providing services as Directors. All necessary expenses incurred by Directors and members of committees in performance of their duties may be reimbursed by the Corporation if approved by the Board of Directors. Nothing in this Section 4.6 shall prohibit a director from receiving compensation for services provided to the Corporation in a capacity other than as a director.

Section 4.7 Meetings.

**4.7.1 Annual and Regular Meetings.** An annual meeting of the Board of Directors shall be held each year during the first quarter of the Corporation's fiscal year, on a date and time set by the Board of Directors. At the annual meeting, the Board of Directors shall elect Directors and officers and transact such business as may properly be brought before the meeting. Regular meetings of the Board of Directors shall be held on such dates and at such times established by the Board of Directors. At regular meetings, the Board of Directors shall transact such business as may be properly brought before the meeting. Regular meetings are held routinely throughout the year at the President's discretion.

**4.7.2 Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President or upon the written request of any director, at such times as designated by the Board of Directors. At such special meetings, the Board of Directors shall transact all business as may be properly brought before the meeting.

Section 4.8 Place of Meetings. Meetings of the Board of Directors may be held either within or outside the State of Florida at such place as the Board of Directors may from time to time by resolution designate.

Section 4.9 Notice of Meetings.

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4.9.1 Written notice of the date, time, place and purpose(s) of meetings of the Board of Directors shall be given to each director at least two (2) days before the meeting.

4.9.2 Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice need not specify the purpose of the meeting of the Board of Directors.

Section 4.10 Quorum and Voting.

4.10.1 A majority of the number of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors (unless otherwise provided in these Bylaws or by law).

4.10.2 Each director present and voting at a meeting shall have one (1) vote on each matter presented to the Board of Directors for action at that meeting. No director may vote by proxy.

4.10.3 The following actions shall require a vote by a supermajority (seventy-five percent (75%)) of all Directors then in office in order to be effective:

- a. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- b. the removal of a director (except pursuant to Section 4.14.2) or officer; and
- c. the dissolution of the Corporation and winding up of business or any sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of its assets.

4.10.4 A director of the Corporation who is present at a meeting of the Board of Directors or committee of the Board of Directors where corporate action is taken is deemed to have consented to an action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

Section 4.11 Meeting held by Conference Telephone or Other Communications Equipment. The Directors may participate in, and hold meetings by means of, conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other. A director participating in a meeting by such means shall be deemed to be present in person at such meeting.

Section 4.12 Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or applicable law to be taken at a Board of Directors meeting or a committee meeting, may be taken without a meeting if the action is taken by all members of the

Board of Directors or of such committee. Such action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. A signed written consent may be transmitted by mail, messenger, courier, facsimile, scan/e-mail, or any other reasonable method satisfactory to the President. A director also may sign and transmit a written consent in an e-mail by typing an unqualified approval (such as "yes", "approved", or similar) to a proposed action in the e-mail and typing such director's name underneath the approval in the e-mail; a written consent is not signed if the director includes any conditions to the approval of the proposed action in the e-mail. Action taken under this Section shall be effective when the last director signs the consent, unless the consent specifies a different effective date. A written consent signed under this Section has the same effect as a meeting vote and may be described as such in any document.

Section 4.13 Resignation of Director. A director may resign at any time by delivering written notice to the Board of Directors, the President, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.14 Removal of Director.

**4.14.1** At a meeting of the Board of Directors called for a purpose of removing one or more Directors, any director may be removed, with or without cause, by a vote as required by Section 4.10.3.

**4.14.2** The Board of Directors, by a vote of a majority of all Directors then in office, may remove and declare vacant the office of a director based on a persistent failure to attend meetings of the Board of Directors.

Section 4.15 Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next annual meeting of the members.

Section 4.16 Duties of Director. A director shall discharge their duties as a director, including such duties as a member of any committee of the Board of Directors on which such director may serve, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the Corporation and its Mission.

Duties include the hiring and firing of an Executive Director as the Chief Executive Officer of the Corporation, creating policies, protocols, and processes for the Corporation, and serving as guardians of the Mission of the Corporation. Fundraising responsibilities can be carried out by the Board of Directors or they may choose to place those responsibilities on the Executive Director or staff of the Corporation, or consultants hired by the Board of Directors.

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In performing such director's duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

- a. one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- b. legal counsel, public accountants or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or
- c. a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director's office in compliance with the provisions of this Section.

Section 4.17 Liability of Directors. The Directors of the Corporation shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, or for the debts, liabilities, or other obligations of the Corporation unless:

- a. the director breached or failed to perform such director's duties as a director; and
- b. the director's breach of, or failure to perform, such director's duties constitutes:
  - i. a violation of the criminal law;
  - ii. a transaction from which the director derived an improper personal benefit, directly or indirectly; or
  - iii. recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

Section 4.18 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest because such director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or Directors' votes are counted for such purposes, provided:

- a. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
- b. the fact of such relationship or interest is disclosed or known to the members and the members authorize, approve or ratify such contract or transaction by a vote or written consent; or
- c. the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee, or the members.

For purposes of Section 4.18(a) above, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of majority of the Directors on the Board of Directors, or on the committee, who have no relationship or interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single director. If a majority of the Directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise authorized, approved, or ratified as provided in this Section, but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under other sections of these Bylaws.

For purposes of Section 4.18(b) above, a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the members entitled to vote under this Section. A director who has a relationship or interest in the transaction may not vote to determine whether to authorize, approve, or ratify a conflict of interest transaction under this Section. However, the vote of that director is counted in determining whether the transaction is approved under other sections of these Bylaws. A majority in interest of the members entitled to vote on the transaction under this Section constitutes a quorum for the purpose of taking action under this Section. As used in this Section, the term "**majority in interest**" refers to a majority of the voting shares or other voting units allotted to the members.

The Corporation may adopt a separate Conflict of Interest Policy. Any such policy (if adopted) will supplement but not replace this Section.

Section 4.19 Executive Director. The Board of Directors may employ an executive director to manage and conduct the day-to-day affairs of the Corporation. The executive director's compensation shall be fixed by the Board of Directors and revisited based on parameters set by the Board of Directors in a binding contract. The executive director shall attend all Board of Directors' meetings, assigned committee meetings, and such other meetings as directed by the President on behalf of the Corporation and Mission.



**ARTICLE V.**  
**COMMITTEES**

Section 5.1 Board Committees. The Board of Directors shall designate from among its members the following committees, with the authority described in Section 5.2 below:

- a. Executive Committee;
- b. Finance/Audit Committee; and
- c. Fundraising and Planning Committee.

By resolution adopted by a majority of the full Board of Directors, the Directors may designate from among its members one or more other board committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors.

Section 5.2 Authority of Board Committees.

**5.2.1 Executive Committee.** The Executive Committee shall consist of the executive staff of the Corporation and any additional Directors that the Board of Directors may elect to the Executive Committee and shall be presided by the President. The Executive Committee shall have the authority to handle the business affairs of the Corporation between the meetings of the Board of Directors.

The Executive Committee also shall assist with recruiting, orientation and evaluation of Directors, and establish parameters for performance and participation by the Board of Directors for adoption by the Board of Directors. The Executive Committee shall have the duty and authority to:

- a. nominate Directors to fill vacancies occurring by reason of Directors reaching the end of their terms of office or otherwise (based on the number of required nominations as provided by the President or Board of Directors from time to time);
- b. determine the Mission of the Corporation to present for a supermajority vote of Directors;
- c. nominate Directors to Board Committees, designating a director as President of each Board Committee (other than for the Finance/Audit Committee); and
- d. nominate members to Advisory Boards, designating a President of each Advisory Committee or Advisory Board.

The Executive Committee shall provide the annual nominations for Directors, officers and committee positions to the Board of Directors in connection with the annual meeting of the Board of Directors and shall provide nominations from time to time to fill any other vacancies and positions.

The Executive Committee or members of the Executive Committee, such as the Executive Director, shall make reports to the Board of Directors at regular meetings of the Board of Directors and upon request by the Board of Directors.

**5.2.2 Finance/Audit Committee.** The Board of Directors shall elect a Finance/ Audit Committee from among the Directors, staff, and/or advisors of the Corporation and designate the Treasurer as President. The Finance/Audit Committee shall have the authority to assess and monitor the financial health of the Corporation including, but not limited to, the following: (i) review the financial reporting for the Corporation; (ii) review the internal controls for the Corporation; (iii) review regulatory and tax requirements of the Corporation; (iv) risk management for the Corporation, and (v) preparing the annual Form 990 and/or annual Financial Audit for the Corporation. The Finance/Audit Committee shall report to the Board of Directors regarding its assessments and recommendations with respect to the foregoing.

**5.2.3 Fundraising and Planning Committee.** The Board of Directors shall elect a Fundraising and Planning Committee from among the Directors, staff, and/or advisors of the Corporation and designate a member of the executive staff as President. The Fundraising and Planning Committee shall identify to the Board of Directors potential financial and strategic resources or other opportunities in accordance with the purposes and Mission of the Corporation.

**5.2.4 Other Committees.** The authority of any other committees established by the Board of Directors shall be stated in the resolution of the Board of Directors that creates such committee.

Section 5.3 Committee Limitations. The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to committees and their members. No committee shall have the authority to:

- a. fill vacancies on the Board of Directors or any committee thereof; or
- b. adopt, amend or repeal the Bylaws.

Each committee established pursuant to this Section must have two (2) or more committee members designated from among the members of the Board of Directors who shall serve at the pleasure of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more Directors as alternate committee members of any such committee who may act in the place and stead of any absent committee member or members at any meeting of such committee.

Neither the designation of any committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

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**ARTICLE VI.**  
**ADVISORY BOARD**

Section 6.1 Member Advisory Board. The Board of Directors shall establish Member Advisory Board in order to more fully implement the Corporation's Mission by providing advice and input to the Board of Directors that the Board of Directors determines would be helpful to the Board of Directors. The Board of Directors shall appoint members to the following Advisory Boards from among the membership of the Corporation, with the responsibilities described in Section 6.2 below:

- a. Ambassador's Council; and
- b. Membership Committee.

The Board President shall appoint each Member Advisory Committee President person. Each Member Advisory Committee shall be made up of at least one member of the Board of Directors and any number of members of the Corporation who are not on the Board of Directors and that the Board of Directors believes would be helpful to the Board of Directors, all of whom shall serve at the pleasure of the Board of Directors. Each Member Advisory Committee shall provide advice and input to the Board of Directors regarding the subject matter of such Member Advisory Committee but shall have no authority of the Board of Directors.

Section 6.2 Responsibilities of Member Advisory Boards.

**6.2.1 Ambassador's Council.** The Ambassador's Council shall provide assistance to the Board of Directors regarding communications to the community regarding the activities of the Corporation and communicating a case for support.

**6.2.2 Membership Committee.** The Membership Committee shall provide assistance to the Board of Directors in developing the membership of the Corporation.

Section 6.3 Additional Advisory Boards. The Board of Directors may establish additional Advisory Boards that it determines would be helpful for the Board of Directors from time to time by resolution.

Section 6.4 Procedures for Advisory Boards. The President person of each Advisory Board shall set meetings for the committee and prepare appropriate reports of the committee for the Board of Directors.

**ARTICLE VII.**  
**OFFICERS**

Section 7.1 Officers. The officers of the Corporation shall consist of a President, Secretary and a Treasurer, and may also consist of such other officers as the Board of Directors may from time to time consider necessary for the proper conduct of the business of the Corporation. The same person may not simultaneously hold more than one office.

Section 7.2 Election, Term of Office, and Qualification. Each officer shall be elected by the Board of Directors. Each such officer shall hold such office for a two (2) year term and until such officer's successor shall have been elected and qualified, or until such officer's death, resignation or removal; provided, that an officer elected to fill a vacancy shall hold office for the remainder of the vacated term.

Section 7.3 Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors of the Corporation may fill the pending vacancy before the effective date if the Board of Directors provides the successor does not take office until such effective date.

Section 7.4 Removal. The Board of Directors may remove any officer at any time, with or without cause, by a vote as required by Section 4.10.3.

Section 7.5 Vacancies. Any vacancy in any office occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

Section 7.6 Contract Rights. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with such officer.

Section 7.7 Duties of Officers.

**7.7.1 President.** The President shall be the Chief Executive Officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the members, Board of Directors, and Executive Committee. The President may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws, or by law to some other officer or agent of the Corporation. The President of the Board of Directors can also be called the President of the Board of Directors.

**7.7.2 Secretary.** The Secretary shall serve as assistant to the President and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. In the absence or disability of the President, a Secretary shall perform the duties and have the authority and the power of the President. The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall record the minutes of all meetings of the members, Board of Directors, and executive and other committees, if any, shall send out all notices of meetings where required under these Bylaws or otherwise required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

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**7.7.3 Treasurer.** The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate records of receipts, investments, and disbursements and render accounts thereof whenever required by the Board of Directors or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate.

Section 7.8 Compensation and Reimbursement of Expenses. The Board of Directors may authorize payment of reasonable compensation to the officers of the Corporation for services rendered other than those as members of the Board of Directors. All necessary expenses incurred by officers in performance of their duties may be reimbursed by the Corporation if approved by the Board of Directors.

## **ARTICLE VIII.**

### **REAL ESTATE**

Section 8.1 Real Estate. Real estate may be acquired by the corporation if approved by the Board of Directors. Each parcel of real estate acquired by the Corporation shall be used and managed in accordance with a specific management plan adopted by the Board of Directors for such parcel. Each management plan shall reflect the purposes and Mission of the Corporation and shall be approved by a majority vote of the full Board of Directors. Management plans shall be retained in the Corporation's records and will be subject to periodic review and amendment by a majority of the full Board of Directors.

## **ARTICLE IX.**

### **FUNDS, DEPOSITS AND CHECKS**

Section 9.1 Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Corporation.

Section 9.2 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.3 Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such executive staff or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the President or Secretary of the Corporation.

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**ARTICLE X.**  
**BOOKS AND RECORDS**

Section 10.1 Corporate Records. The Corporation shall keep the following as permanent records in written form or in another form capable of conversion into written form within a reasonable time:

- a. a copy of its articles of incorporation and its bylaws and any amendments thereto currently in effect;
- b. minutes of all meetings of the members and any written communication to the members within the past three (3) years;
- c. minutes of all meetings of the Board of Directors and a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors having any of the authority of the Board of Directors;
- d. a record of the names and addresses of its members in alphabetical order;
- e. a list of the names and addresses of its current Directors and officers;
- f. the Corporation's most recent annual report; and
- g. accurate accounting records.

Section 10.2 Members Inspection Rights. A member of the Corporation, or such member's agent or attorney, may inspect and copy, during regular business hours at the Corporation's principal office or at a reasonable location specified by the Corporation, any of the records of the Corporation described in Subsections a, b, e and f of Section 10.1, if the member gives the Corporation written notice of such member's demand at least fourteen (14) business days before the date on which the member wishes to inspect and copy. A member may inspect and copy any of the records of the Corporation described in Subsections c (relevant excerpts), d and g of Section 10.1, and any other books and records of the Corporation, if the member gives the Corporation written notice of his or her demand at least fourteen (14) business days before the date on which he member wishes to inspect and copy, but only if the member's demand is made in good faith and for a proper purpose, the member describes with reasonable particularity his or her purpose and the records he or she desires to inspect, and the records are directly connected with the member's purpose.

Section 10.3 Financial Receipts for Members. The Corporation, upon written demand from a member, shall furnish such member with its latest annual financial statements.

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**ARTICLE XI.**  
**INDEMNIFICATION**

Section 11.1 Indemnification. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted under Section 617.0831 of the Florida Statutes.

**ARTICLE XII.**  
**MISCELLANEOUS**

Section 12.1 Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so required shall be of such shape and have such words thereon as may be described by law or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

Section 12.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board of Directors at the time of obtaining the Employment Identification Number (EIN).

Section 12.3 Amendment of Bylaws. The Board of Directors may amend or repeal the Corporation's Bylaws by a vote in accordance with Section 4.10.3 at a meeting called for a purpose to amend or repeal the Bylaws in accordance with these Bylaws. The Corporation's members may not amend or repeal the Corporation's Bylaws.

Section 12.4 Relation to Articles of Incorporation. These Bylaws shall be subject to, and governed by, the Corporation's Articles of Incorporation.

**ARTICLE XIII.**  
**DISSOLUTION**

Section 13.1 Dissolution Upon the dissolution of the 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 a state or local government, for a public purpose.

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**CERTIFICATE OF ADOPTION OF BYLAWS**

We, the undersigned, do hereby certify that the above stated Bylaws of MJ's Family Center, Inc. were approved by the MJ's Family Center, Inc. Board of Directors on JUNE 6, 2023 and constitute a complete copy of the Bylaws of the Corporation.

**MJ'S FAMILY CENTER, INC.**

*Maunda Land*  
Maunda Land, President

JUNE 6, 2023  
Date

*Rhonda Van Hurley-Wilson*  
Attest: Rhonda D. VanHurley-Wilson, Secretary

JUNE 6, 2023  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FL