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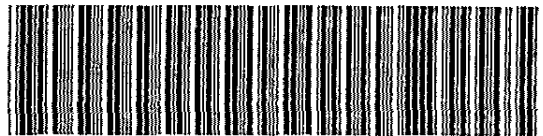
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SERVICE AND HOUSING FOUNDATION, INC

**DOCUMENT NUMBER:** N04000010897

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

Please return all correspondence concerning this matter to the following:

JOHN PAUL MEJIA

(Name of Contact Person)

SERVICE AND HOUSING FOUNDATION, INC

(Firm/ Company)

906 SW 7TH AVE APT. 2

(Address)

GAINESVILLE FL 32601

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

JOHN PAUL MEJIA

(Name of Contact Person)

at ( 352 ) 222-2339

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Articles of Amendment  
to  
Articles of Incorporation  
of

SERVICE AND HOUSING FOUNDATION, INC

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

N04000010897

(Document number of corporation (if known))

FILED  
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TALLAHASSEE, FLORIDA

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):**

(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 IS BEING AMENDED TO SAY: THE ORGANIZATION IS ORGANIZED

EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES

UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING

SECTION OF ANY FUTUTE TAX CODE.

ADD ARTICLES VI THROUGH XIII (SEE ATTACHED)

(Attach additional pages if necessary)

(continued)

## **Article VI**

Individuals that wish to associate with the organization (Service and Housing Foundation, Inc) will fall under three categories: Full member, Associate member, and guest. Each of these categories of members will have certain rights, which those within them may exercise. All members will be able to exercise the right to request to participate within large group meetings as a speaker if approved by the officers currently holding office. All members of each category will have the right to leave of their own accord or to disassociate with the organization without fear of retribution or harassment.

### **Section 1**

Full members will be award the rights below after those persons have met certain criteria which is required by the organization in specific.

- a. A Full Member will be a person who gives time to the organization on a yearly basis by attending all meetings, activities, and event services.
- b. A Full member will have the right to express their opinion within open meetings of the organization.
- c. All Full members will have the right to hold an office or be on a committee of their choice.
- d. All Full members will have the right to express a desire to amend the Articles of Incorporation and take that desire first to the officers and then to an open meeting to vote on that amendment.
- e. A Full member will be kept informed of all events and activities of the organization with an open invitation to participate.

### **Section 2**

All Associate members will be award the rights below after those persons have met certain criteria which is required by the organization in specific.

- a. An Associate member will be a person who does not meet the criteria of a Full member or one that does not wish to be a Full member.
- b. All Associate members will have the right to voice an opinion within an open meeting of the organization.
- c. All Associate members will be kept informed of all events and activities of the organization with an open invitation to participate.
- d. All Associate members will not have a vote on organization policies, leaders, Articles of Incorporation or any other situation that requires a vote.
- e. All Associate members are bared from holding office within the organization; however, an Associate member may join a committee of their choosing or be a chair of a committee.

### **Section 3**

All persons that are not members in any form will be designated as a Guest. A Guest will be award the rights below after those persons have met certain criteria which is required by the organization in specific.

- a. A guest will be able to attain membership status after writing, either in writing or electronically, an official request to become a member after attending at least 4 organization meetings.
- b. A guest will be able to attend meetings; however will be bared from comment or voting on issues.
- c. A guest will be informed of all events and activities of the organization with an open invitation to participate.

### **Section 5**

The organization has the right to terminate association with all persons whether that person is a member or guest. Further this person will have all rights and membership within the organization voided if one of the following offences below takes places.

- a. A person becomes a disruption during meetings and/or is always in conflict with the organization.
- b. If a person commits discrimination or hazing of any person.
- c. If a person no longer qualifies under the regulations stated above for the various categories.
- d. If a person tries to undermine the organization with the intent of malice.

## **Article VII**

This organization, including all member categories, does not discriminate against anyone on the basis of race, creed, color, gender, age, nationality, and disability.

### **Section 1**

The organization retains the right to deny persons Full membership if a person does not meet the conditions of the membership category listed above.

### **Section 2**

The organization retains the right to deny persons Associate membership if a person does not meet the conditions of the membership category listed above.

### **Section 3**

The organization retains the right to deny persons any membership category if a violation of Article VI section 5 subsections a through d takes place.

### **Section 4**

The organization retains the right to deny persons association if a violation of Article VI section 5 subsections a through d takes place.

## **Article VIII**

The organization will require and demand no dues from any member of all categories.

### **Section 1**

Any member of any category may decide to give a donation to the organization at any time if they so desire.

### **Section 2**

Fund raisers will be held at various dates throughout the calendar year to raise funds for the organization's activities and services.

- a. All funds raised will be recorded within the organizations records and will be open to the public.
- b. These funds will be used exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

### **Section 3**

No organization funds that are raised as a result of various fund raising events will ever be spent on members in any way.

- a. Any person that uses funds that were the result of a fund raiser will be held accountable and taken before the officers of the organization for disciplinary action.

## **Article VIII**

### **Conflict of Interest Policy**

#### **Section 1**

##### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Service and Housing Foundation, Inc) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 2**

##### **Definitions**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Section 3**

##### **Procedures**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

##### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

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

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

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

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

## **Section 4** **Records of Proceedings**

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

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

## **Section 5** **Compensation**

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

## **Section 6** **Annual Statements**

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

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7** **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8** **Use of Outside Experts**

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

#### **Article X**

The role, duties and responsibilities of officers within the organization, voting procedures, and impeachment of an officer should be the following.

#### **Section 1**

The officers of the organization shall be the President, Vice-President, Treasurer, and Secretary.

- b. Because of the fluctuation in members that can hold office the number of officers will vary with the number of members that wish to occupy an office and qualify to do so.
- c. At all times the office of President and Treasurer will be filled with the other two as the fluctuating offices.

#### **Section 2**

Officers will be nominated either by self-nomination or by the nomination of another Full member.

- a. All nominated persons must be a Full member.

#### **Section 3**

Officers will hold their office for one (1) year.

- a. Office terms will begin the fourth week of the first month of the calendar year.
- b. There is no limit to the number of terms for which a single person may be re-elected.
- c. If the person that holds the office is no longer willing or able to hold said office then a replacement will be found.
- d. Replacement of the position will be done with the officers selecting candidates for the office. Then an open meeting will occur for discussion of the candidates for the office. This will be followed by a vote for a replacement. The person that is selected by the greatest number of votes will be asked to accept the post of the officer.
- e. If the person that is selected to replace the leaving officer's role is unwilling or unable to hold the office then the process will begin again to select a new officer.
- f. The Officer should be a person whose ideas are similar with those of the organization and is willing to serve as a source of information as well as advice.

#### **Section 4**

The officers are expected to support the organization with time, resources and guidance.

- a. The officers are expected to give time to the organization on a yearly basis.
- b. The officers are expected to attend a few large group and small activities that are planed throughout the year.
- a. The officers are expected to give time to the members of the group when there is a problem, which falls into the need of guidance from the officers.
- c. The officers are not required to give specific amounts of time, but are expected to give some amounts of time to the organization.
- d. The officers are expected to give resources to the organization as needed.
- e. Resources are to be defined as: advice, information about policies, information about anything that is relevant to the organizations plans for events or activities, and for skills that the officers possess.
- f. Failure to meet the above mentioned duties of the officers can lead to a vote of removal of the person holding said office. This will be done in accordance to the impeachment procedure outlined below in Section 9.

### **Section 5**

The Office of the President for the organization will be the highest ranking office and the person holding the office will perform the duties as listed below.

- a. The President will be the chair of the officers when they are in meetings.
- b. The President will be the chair of the organization when there are large group meetings.
- c. The President will be the primary representative of the organization.
- d. The President will be in charge of organizing all events and activities or to delegate out the responsibility to other officers or members.
- e. The President will be responsible for finding speakers for the large group weekly meetings.
- f. The President will be expected to attend all meetings, activities and events.
- g. If a valid reason can be given why attendance is not possible then the President will be excused from the activity.
- h. Failure to attend to many meetings without valid excuses can result in the impeachment of the person holding the office of President.

### **Section 6**

The office of Vice-President will be filled when the numbers of members will allow. The office of Vice-President will be to assist the President in his duties.

- a. The Vice-President will assist the President as needed for various tasks.
- b. The Vice-President will be responsible for representing the President if they are unable to make a meeting or event.
- c. The Vice- President will organize all advertisement of the group including tables, fliers, posters, signs, etc...
- d. The Vice-President will be expected to attend all meetings, activities and events.
- e. If a valid reason can be given why attendance is not possible then the Vice-President will be excused from the activity.
- f. Failure to attend to many meetings without valid excuses can result in the impeachment of the person holding the office of Vice-President.

### **Section 7**

The office of Treasurer will be responsible for all the financial aspects of the organization and will be required to keep accurate accounts of all funds.

- a. The Treasurer will keep account of all money that is received from donations, fund raisers and from other budget sources.
- b. The Treasurer will keep account of all money used for various organization Services.
- c. Also the Treasurer will be a safe guard to make sure funds are not used inappropriately.
- d. The Treasurer will help to assist the President as is needed.
- e. The Treasurer will be expected to attend all meetings, activities and events.
- f. If a valid reason can be given why attendance is not possible then the Treasurer will be excused from the activity.
- g. Failure to attend to many meetings without valid excuses can result in the impeachment of the person holding the office of Treasurer.

### **Section 8**

The office of Secretary will keep records for the organization as well as prepare any needed material.

- a. The Secretary will keep accurate minutes of all officer meetings that take place.
- b. The Secretary will keep account of all records of membership.
- c. The Secretary will send out information to all members of the various categories about events, activities and news regarding the organization.
- d. The Secretary will send out information to parties that make a request either verbally or written.
- e. The Secretary will be expected to attend all meetings, activities and events.
- f. If a valid reason can be given why attendance is not possible then the Secretary will be excused from the activity.
- g. Failure to attend to many meetings without valid excuses can result in the impeachment of the person holding the office of Secretary.

### **Section 9**

The impeachment of an officer can occur when assigned duties have not been fulfilled because of unwillingness or inability to do so. Impeachment of an officer can take place when a violation of the Articles of Incorporation has occurred and is viewed as serious enough by the other officers to warrant an impeachment proceeding.

- a. The officer that is to be impeached will be informed no less than 4 days before a meeting of the members of the organization.
- b. All members of the organization will be informed of the impeachment proceedings and of the date, time and place of the special impeachment meeting.



- c. After 75% of all Full members and no less than 65% of the total members are present will the impeachment begin.
- d. The ranking officer will act as chair of the impeachment meeting.
- e. If the ranking officer is for some reason unable to attend then the next officer in ranking will take over.
- f. If no other officer can attend the impeachment meeting then the meeting will be postponed no more than one week when the trial will begin anew.
- g. After the charges for impeachment are read by the Secretary the floor will be open for a comment from any member that wishes to make one.
- h. If the Secretary is unable to attend then another officer will read the charges for impeachment.
- i. If the secretary is the one being charged another officer will read the charges for impeachment.
- j. After the comments from the members are voiced or 45 minutes has elapsed the chair will call for a vote.
- k. The vote will consist of written ballots that will be turned in to the secretary or to the officer acting as secretary.
- l. The Ballots will be counted and selected and approved by the officers of the organization prior to the trial.
- m. After the ballots are counted, the results will be handed to the chair of the meeting. The chair will then read the results of the ballot.
- n. For a conviction of impeachment 2/3 of all voting members must agree on guilt. If there is not a 2/3 majority then the officer will not be impeached from office.

### Article XI

The elections of officers to the organization will be conducted no latter then 3 weeks after the first day of the calendar year. The nomination process will take place one week prior to the vote for officers.

#### Section 1

Any member of the rank of Full member can be nominated, either by self or other, to run for a vacant office.

#### Section 2

Members who are running for office must accept the nomination and then will be given one week to compose a short speech of no longer then 5 minutes.

#### Section 3

If an officer decides to step down from office, the position must be filled within 2 weeks.

- a. There will be a short nomination process that will take place in the manner described in section 1.
- b. After this a special meeting will be called within 1 week to vote on a new person to fill the vacant office.
- c. After the required number of members arrives to start the meeting the candidates may start to make their short comments or speeches.
- d. After completion a vote will be taken by ballot. The votes will be counted by the president with the secretary assisting.
- e. A 2/3 majority vote will be needed to gain the office that is vacant.
- f. If after 3 votes no candidate has achieved this status then the one with the highest majority will be declared the winner.

### Article XII

Committees may be formed at any time, according to the needs of this organization.

#### Section 1

Each committee will consist of volunteers.

#### Section 2

Each committee will have a chair that is voted on by the committee and approved by the officers of the organization by majority vote.

- a. In case of a tie with the officers then the vote of the President will count as 2 votes instead of one to break the dead lock.

#### Section 3

The chairperson shall serve until the project for which the committee was formed is completed.

#### Section 4

It is the responsibility of the chairperson to report no less than biweekly to the officers on the progress of the committee's activities.

- a. This should be both written and oral report but a written report is not mandatory.

### **Article XIII**

This organization shall conform to the regulations prescribed under Section 501(c)(3) of the internal Revenue Code, or corresponding section of any future tax code and by the organization's (Service and Housing Foundation, Inc) Articles of Incorporation.

#### **Section 1**

Hazing is, by all means, prohibited.

- b. Any person within the organization found to be hazing will be reported immediately to the proper authorities for the disciplinary action.
- c. Any person helping to conceal any act of hazing will also be turned over immediately to the proper authorities for disciplinary action.

### **Articles XIII**

Amendments to this Articles of Incorporation may be suggested by any member of this organization.

#### **Section 1**

Any member can propose an amendment to the Articles of Incorporation to the officers in a written form.

- a. When a suggested amendment is given to the officers they will vote if the amendment has merit to go before the Full members for a vote.
- b. A Special meeting will take place to present the amendment and to vote.
- c. If approved then the Full members of the organization will vote on the amendment.

#### **Section 2**

Any amendment that is summated in writing will be presented before the Full members of the organization in a special vote no more than 2 weeks after receipt of document.

- a. If the amendment is deemed to have no merit then the officers will notify the one that proposes the amendment in writing as to the reason of refusal.
- b. If a person wishes to protest this finding they may do so with the officers.
- c. In such a situation the President will be asked to mediate the matter.

#### **Section 3**

Any Amendment to the Articles of Incorporation must pass with a 2/3 majority by all Full members.

- a. Failure to meet a 2/3 majority will render the amendment not passed and will not be able to be voted on again for no less than 6 months.
- b. If the Amendment is reformatted after 6 months it can be resubmitted.

#### **Section 4**

All votes will be done by secrete ballot and the officers will count the votes.

- a. A third party may be requested by either the person proposing the amendment or by the officers to validate the ballot count.
- b. All third parties must be agreeable to both officers and the one proposing the Amendment.

The date of adoption of the amendment(s) was: JANUARY 11, 2005

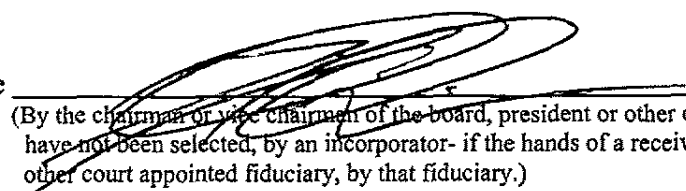
Effective date if applicable: JANUARY 11, 2005  
(no more than 90 days after amendment file date)

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.

Signed this 11 day of JANUARY, 2005

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

JOHN PAUL MEJIA

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**FILING FEE: \$35**