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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: NATIONAL ORGANIZATION FOR BUILDING LEADERS  
TO BE EXCELLENT, INC.

DOCUMENT NUMBER: NO5000000106

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

Please return all correspondence concerning this matter to the following:

FLORENCE D. HAREWOOD ESQ  
(Name of Contact Person)

MORGAN HAREWOOD & ASSOCIATES PA.  
(Firm/ Company)

2677 STIRLING ROAD, SUITE B-301  
(Address)

FORT LAUDERDALE, FLORIDA 33312  
(City/ State and Zip Code)

For further information concerning this matter, please call:

FLORENCE D. HAREWOOD ESQ at ( 954 ) 962-0426  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

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☐ \$52.50 Filing Fee  
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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

This instrument prepared by:  
Florence D. Harewood, Esq.  
Morgan Harewood & Associates, PA  
2699 Stirling Road, Suite B-301  
Fort Lauderdale, Florida 33312

FILED  
06 APR 19 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF NATIONAL ORGANIZATION FOR BUILDING LEADERS TO BE EXCELLENT, INC.

Pursuant to the Florida Not For Profit Corporation Act, as set forth in Section 617.1006 of the Florida Statute, as amended, the undersigned nonprofit corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation of NATIONAL ORGANIZATION FOR BUILDING LEADERS TO BE EXCELLENT, INC.

FIRST: The name of the nonprofit corporation is NATIONAL ORGANIZATION FOR BUILDING LEADERS TO BE EXCELLENT, INC.

SECOND: The following amendment to the Articles of Incorporation of NATIONAL ORGANIZATION FOR BUILDING LEADERS TO BE EXCELLENT, INC. was adopted by the consent of a *two-thirds vote* of the board of directors of the Nonprofit Corporation as of the 25<sup>th</sup> day of APRIL, 2006, in the manner prescribed by the By-Laws of the corporation and the Florida Not For Profit Corporation Act.

WHEREAS, the board of directors of NATIONAL ORGANIZATION FOR BUILDING LEADERS TO BE EXCELLENT, INC., a Florida nonprofit corporation, hereby proposes and recommends that the Not For Profit Corporation amend its Articles of Incorporation to add language that reflects the Not For Profit Corporation charitable purposes and add five new Articles to the existing Articles of Incorporation; and

WHEREAS, the board of directors of the Not For Profit Corporation deems it advisable and in the best interest of the Not For Profit Corporation that the Not For Profit Corporation so amend its Articles of Incorporation; and

NOW, THEREFORE, BE IT RESOLVED, that Article III of the Articles of Incorporation of the Not For Profit Corporation shall be deleted in its entirety and substituted in lieu thereof the following:

### ARTICLE III PURPOSE

1. This Not For Profit Corporation is organized for the purpose of engaging in activities and events to assist teens and young adults in their aspirations to reach their full potential in education, career, health, family affairs, character development, spiritual growth and finances.

2. This Not For Profit Corporation is further organized for the purpose of engaging in all religious, charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under the Florida law may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

3. Without in any way limiting the foregoing purposes, to receive contributions and to make distributions of cash and property which qualify as "qualifying distributions," as defined in Section 4942(g) of the Code or which qualify as a "set-aside" as described in Section 4942(h) of the Code.

4. To the extent permitted by Section 501(c)(3) of the Code, the Nonprofit Corporation shall possess and exercise all the powers and privileges granted by the Florida Not For Corporation Act or by any other law of the State of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation including, but not limited to the following powers:

(a) to acquire by lease, option, purchase, gift, grant, devise conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;

(b) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;

(c) to retain any property, investments or securities originally received by the Nonprofit Corporation or thereafter acquired by it so long as the directors of the Nonprofit Corporation shall consider the retention thereof desirable;

(d) to invest any and all funds coming into the hands of the Not For Profit Corporation on any account whatsoever in such property, investments or securities as the directors of

the Not For Profit Corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Florida or of the United States;

(e) to borrow and lend money to or from any person, persons, firm business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the Not For Profit Corporation deem proper or appropriate, and, in connection with any borrowing of money by the Nonprofit Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Not For Profit Corporation's property;

(f) to convert real property owned by the Not For Profit Corporation into personal property and personal property into real property;

(g) to improve or cause or permit real property to be improved and to abandon any property which the directors of the Not For Profit Corporation deem to be without substantial value;

(h) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this Not For Profit Corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this Not For Profit Corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein;

(i) to guarantee or become surety for the obligations of any other not for profit corporation or corporation not of a business character; and

(j) to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the Not For Profit Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Not For Profit Corporation, and to have and exercise all rights and powers now conferred on nonprofit corporations under the laws of the State of Florida.

RESOLVED FURTHER, that a new Article VIII, IX, X, and XI, of the Articles of Incorporation of the Not For Profit Corporation shall be added as follows:

#### ARTICLE VIII REASONABLE COMPENSATION

No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII hereof.

#### ARTICLE IX INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE X LOBBYING AND POLITICAL CAMPAIGNS:

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

#### ARTICLE XI DISSOLUTION:

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.


THIRD: There are no members of the Not For Profit Corporation entitled to vote on said amendment.

FOURTH: Dated this 13<sup>th</sup> day of APRIL, 2006.

By: Valarie L. Brown  
Valarie L. Brown, President

By: Sheryl Brown  
Sheryl Brown, Secretary

STATE OF FLORIDA  
BROWARD COUNTY

NOTARY PUBLIC-STATE OF FLORIDA  
 Florence D. Harewood-Guerrier  
Commission # DD415858  
Expires: APR. 06, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

Before me, FLORENCE D. HAREWOOD-GUERRIER, a Notary Public in and for said county in said State, personally appeared VALERIE L. BROWN who, being first duly sworn, declared that he/she is Secretary of SHERYL BROWN, that he/she signed the foregoing document as Secretary of the Nonprofit Corporation, and that the statements therein contained are true.

Florence D. Harewood-Guerrier  
Notary Public FLORENCE D. HAREWOOD-GUERRIER