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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HOMES4 HUMANITY, INC.

DOCUMENT NUMBER: N05000009119

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

Please return all correspondence concerning this matter to the following:

KAREN M. BELLMAN
(Name of Contact Person)

HOMES4 HUMANITY, INC.
(Firm/ Company)

4428 VISTA LANE
(Address)

LYNN HAVEN, FL 32444
(City/ State and Zip Code)

For further information concerning this matter, please call:

KAREN M. BELLMAN at (850) 628-4464
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB -2 PM 1:31

HOMES 4 HUMANITY, INC.

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

N05000009119

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(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**)

<u>ARTICLE III</u>	<u>AMENDED</u>
<u>ARTICLE VI</u>	<u>ADDED</u>
<u>ARTICLE VII</u>	<u>ADDED</u>
<u>ARTICLE VIII</u>	<u>ADDED</u>
<u>ARTICLE IX</u>	<u>ADDED</u>
<u>ARTICLE X</u>	<u>ADDED</u>
<u>ARTICLE XI</u>	<u>ADDED</u>
<u>ARTICLE XII</u>	<u>ADDED</u>
<u>ARTICLE XIII</u>	<u>ADDED</u>
<u>ARTICLE XIV</u>	<u>ADDED</u>
<u>ARTICLE XV</u>	<u>ADDED</u>

(Attach additional pages if necessary)
(continued)

Homes4humanity, Inc. a Florida Corporation, effective September 3, 2005
Document number of this corporation is N05000009119
Authentication Code: 050907103807-600059322686#1

Articles of Incorporation :

Article I

The name of the corporation is:

Homes4humanity, Inc.

Article II

The principal place of business address;

4428 Vista Lane Lynn Haven, FL 32444

The mailing address of the corporation is:

4428 Vista Lane
Lynn Haven, FL 32444

Article III Purpose of Corporation

Homes4humanity, Inc provides a public service , primarily in the form of a website, to assist those in need of housing after a disaster, gain access to those that have housing available.
Homes4humanity is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV

The manner in which the directors are elected or appointed is:

Member elected

Article V Registered Agent

The name and street address of the registered agent for Homes4humanity, Inc. is:

Karen Bellman
4428 Vista Lane
Lynn Haven, FL 32444

Article VI Compensation and Other Financial Arrangements with Officers, Directors, Board Members, Trustees, Employees, and Independent contractors.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. Reasonable compensation will be determined by the amount that would ordinarily be paid for like services by like organizations under like circumstances as of the date the compensation arrangement is made. Review of reasonable compensation may be done, but is not required, by outside advisors.

Article VII Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the 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 non-profit and charitable organizations.

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.
 - 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. 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 exists.

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.

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 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.

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 organizations best interest, for it's own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make it's decision as to whether to enter into the transaction or arrangement.

Violation of Conflict of Interest Policy:

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.

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 as actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

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

- A. The names of the persons who disclosed or otherwise were found to have 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 record of any votes taken in connection with the proceedings.

Compensation

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.

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.

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.

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

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 impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting periodic reviews, 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 VIII Prohibited Activities

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IX Dissolution of Corporation

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.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X General Powers

This corporation shall have all the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by it's corporate name for the duration of it's existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in it's corporate name to the same extent as a natural person.
- (c) To have a corporate logo or seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided: however, such logo or seal shall always contain the words "corporation not for profit".
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of it's property and assets.
- (f) To lend money for it's corporate purposes, invest and reinvest it's funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) to increase, by a vote of it's members cast as the By-Laws may direct, the number of it's directors and members, so that the number shall not be less than (2) two, but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government , state, territory, governmental district, or municipality or any instrumentality thereof.
- (j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it

may determine, issue it's notes, bonds, and other obligations, and secure any of it's obligations by mortgage or pledge of all or any of it's property, franchises, and income.

(k) To conduct it's affairs, carry on it's operations, and have offices and powers granted by the Florida Not For Profit Corporation Act in any state, territory, district or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of it's affairs and the exercise of it's powers.

(n) To have and exercise all powers necessary or convenient to effect it's purpose..

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign provided that the surviving corporation is a corporation not for profit.

Notwithstanding any of the provisions of these Articles including the specific powers enumerated above, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal revenue Law.

Article XI Initial Board of Directors

The corporation shall have (4) four Directors initially. Directors shall be elected or appointed in the manner and for the terms set forth in the By-Laws. The number of Directors may be increased or decreased from time to time as provided in the By-Laws, but the Corporation shall never have fewer than four (4) directors. The names and street addresses of the initial Directors of this Corporation are:

Karen M. Bellman
4428 Vista Lane
Lynn Haven, Fl 32444

Nevin Zimmerman
1510 Wildridge Road
Lynn Haven, Fl 32444

Suzanne E. Parker
745 N Bay Drive
Lynn Haven, Fl 32444

Denise I. Chambers
205 S. Redwood Place
Broken Arrow, OK

Directors may be removed with or without cause as provided for in the By-laws.

Article XII By-Laws

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the By-Laws shall be vested in the board of Directors.

Article XIII Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Article XIV Amendment

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-Laws.

Article XV Incorporator

The name and street address of the person authorized, as Incorporator, to sign these Articles of Incorporation or Amendments to Articles of Incorporation for Homes4humanity, Inc. is:

Karen Bellman
4428 Vista Lane
Lynn Haven, FL 32444

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Not For Profit Corporation pursuant to the law of the State of Florida to operate both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 11 day of OCT, 2005.

Karen Bellman signed

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 11th day of October, 2005, by
Karen Bellman who is personally known to me or who has
produced _____ as identification and who did take an oath.

{ SEAL }

DIANE L. RICHMOND
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD324592
EXPIRES 6/6/2008
BONDED THRU 1-800-NOTARY1

Diane L. Richmond
Notary Public/_____

Commission No. #DD 324592
My Commission Expires 06/06/2008

The date of adoption of the amendment(s) was: OCT 10, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Karen M. Beaman
(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.)

KAREN M. BEAMAN
(Typed or printed name of person signing)

INCORPORATOR, REGISTERED AGENT
(Title of person signing)

FILING FEE: \$35