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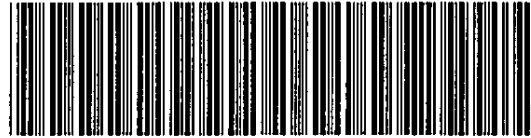
(Business Entity Name)

(Document Number)

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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Expressions of Love Elderly Care

DOCUMENT NUMBER: N010000007478

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

Please return all correspondence concerning this matter to the following:

April YOUNG
(Name of Contact Person)

EXPRESSIONS of LOVE Elderly Care
(Firm/ Company)

2101 NW 20th Ave
(Address)

FT Lauderdale FL 33311
(City/ State and Zip Code)

For further information concerning this matter, please call:

April Young at (954) 652-9211
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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 32301

Document
sent
not aware
of additional
fees.

Articles of Amendment
to
Articles of Incorporation
of

Expressions of Love Elderly Care Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

NO0000002478

(Document number of corporation (if known))

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SECRETARY OF STATE
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)**

See Attachments Page (1-13)

(Attach additional pages if necessary)
(continued)

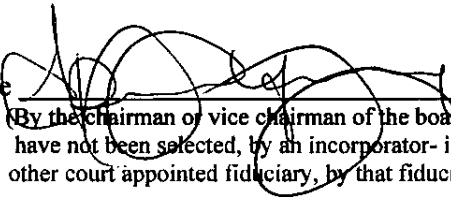
The date of adoption of the amendment(s) was: June 20 2006

Effective date if applicable: Oct 5th 2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

Signature



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

April Young

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35

By laws
Of
Expressions of Love Elderly Care
Adopted June 20th 2006

**ARTICLES OF INCORPORATION
OF EXPRESSIONS OF LOVE ELDERLY CARE**

BYLAWS OF: Expressions of Love Elderly Care Inc.

The undersigned incorporation(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (State of Florida).

ARTICLE I – NAME

Section 1: The name of this corporation shall be EXPRESSIONS OF LOVE ELDERLY CARE Inc.

ARTICLE II - REDISTERED OFFICE ADDRESS

Section 1: The place in Florida where the principal office of the corporation is to be located

At: 2161 N.W 29 Ave. Ft. Lauderdale, Florida. 33311.

Section 2: This corporation is organized exclusively for charitable, religious, educational scientific

purposes as specified in section 501 (C)(3) of the Internal Revenue Code, more specifically services to the elderly.

To support conduct informational, educational activities to increase public awareness of Disadvantaged elderly

Provide services or advocacy for miss placed or disadvantaged elderly

To strengthen the living stability of the elderly sector

Educate the public about the need of caregivers and elderly care

Provide public and family support

To sponsor reports, meetings, and workshops, of other services available

ARTICLE III- MEMEBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE IV- ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings maybe called by the Chair or the Executive Committee.

Section 3: Notice of each meeting shall be given to each voting member, by mail, not less than ten days before meeting.

ARTICLE V –MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested

In a board of directors, as defined by corporation's bylaws. No director shall have any right, title, or interest in or any property of the corporation.

The number of directors constituting the initial board of directors is four (4); their names

Moreover, addresses are as follows:

**Chair- Leona Walker
425 NW 1 Terrence Apt, 125
Deerfield Beach Fl, 33340**

**Vice-Chair May Mercy
1302 NW 3street
Ft Lauderdale fl.33311**

**Secretary – Sherri Nesbitt
4112 NW 39 Ave
Lauderdale Lakes Fl, 33309**

**Treasurer- Lester Seays
255 SW 3rd Ave
Deerfield Beach Fl.33340**

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to 14 and not fewer than 4 members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least every quarter, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to second term will occur as the first item of business at annual meeting of the corporation. Directors will be elected by majority vote of the current directors.

Section 4: Terms. All Board members shall serve 3-year terms, but are eligible for reelection.

Section 5: Quorum. A quorum must be attended by at least 40 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice an official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7: Officers and Duties. There shall be at least 5 officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer.

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committees to preside at each meeting in the following order: Chair, Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring the corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair finance committee, assist in preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, the Secretary may receive nomination for new members from present Board members two weeks in advance of Board meeting. These nominations shall be sending out to board members with the regular Board meeting announcement, to be voted upon at next meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removes for other reasons by a three-fourths vote of the remaining directors.

Section10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one third of the Board. The Secretary shall send out notices of Special meetings to each Board member postmarked two weeks in advance.

ARTICLE VI- COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be three standing committees- Executive, Personnel and Finance Committees. The board Chair appoints all committees chairs. Committees' chairs must be members of the board.

Section 2: The officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of incorporation and Bylaws, the Executive Committees shall have all of the powers and authority of the board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors

Section 3: Finance Committee the Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.

Section 4: Personnel Committee and Hiring Policy. The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and Activities of the corporation:

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 Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

No substantial part of the activities of the corporation shall constitute the carrying on of Propaganda or otherwise attempting to influence legislation, or any imitative or referendum before the public and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of this document, the organization shall not carry on any other 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 or

corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal revenue Code, or

corresponding section of any future tax code.

ARTICLE VII- PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for debts or Obligations of this corporation of any nature whatsoever, nor shall any of the property of The members, officers, or directors be subject to the payment of the debts or obligations Of this corporation.

ARTICLE VIII-DURATION/DISSOLUTION

The duration of the corporate, existence shall be perpetual until dissolution
Upon the dissolution of the organization, assets of the corporation shall be distributed for
One or more exempt purpose 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.

ARTICLE VIII-Nonprofit Governance, Boards & Bylaws

I. Legal/Fiduciary Role

A. Statutory Standard:

Florida Laws:

A director, officer or incorporator of a corporation shall perform his or her duties as such, including, in

the case of a director, his or her duties as a member of a committee of the board on which he or she may serve in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this chapter would use under similar circumstances.

B. General Responsibilities:

- Governance:

Oversee/Evaluate
Review/Monitor

- Leadership

In partnership with CEO and management, guide the mission and direction

- Stewardship:

Ensure dedication to, and use of assets for, benefit of public

C. Specific Responsibilities:

- Hire/support/evaluate/discharge CEO
- Review and approve annual budget
- Review and approve major organizational decisions, commitments, and plans including expenditures, loans, and leases
- Evaluate progress toward program and financial goals
- Ensure the continuity of the organization through development and recruitment of executive staff
- In conjunction with executive staff, provide leadership on organizational transition, structure and planning
- Conduct affairs of the board including board development, transition, and effectiveness

D. Meeting Specific Responsibilities Through:

-
- Board Orientation
 - Information Flow: Financial statements, reporting regarding programs and operations, planning
 - Each Director's Exercise of Informed, Independent Judgment
 - Appropriate Board Organization and Continuity
 - Board Meetings, Agendas, Minutes, Documentation
 - Appropriate Committee Structure
 - Protecting Assets of Organization
 - Determination of Board-Executive Staff Relationship and Extent of Delegation of Management Authority

II. Supporting Functions

Fundraising
Planning
Public and Community Relations
Others as Needed

ARTICLE X- CONFLICT INTREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

No director or officer of the organization shall be disqualified from holding any office in the organization because of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization

Alternatively, with any entity have which the organization is an affiliate. No transaction of the

organization shall be avoidable because of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.

2. Such transaction is duly approved by the board of directors not so

interested or connected as being in the best interests of the organization.

3. Payments to the interested officer or director are reasonable and do

not exceed fair market value.

4. No interested officer or director may vote or lobby on the matter or

be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, Abstention and rationale for approval.

ARTICLE- XI -Indemnification:

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that, time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to In addition, not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer,

director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions, which occurred at any time before such amendment or repeal.

POLICY OF CONTRIBUTION

IRS publication 17.71

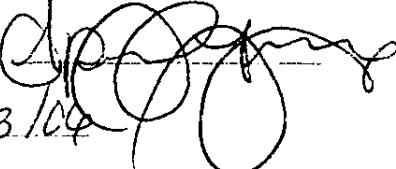
Charitable contribution substantiation and disclosure requirements

A donor is responsible for obtaining a written acknowledgement from charity for any single contribution of 250 or more before donor can claim a charitable contribution on her federal income tax return

Expressions will be provided donors with our 501(C)(3) acknowledgment of their business or personal donations to use in their tax filing

A charitable organization is required to provide a written disclosure to a donor who receives goods or services in exchange a payment of \$75 or more
Expressions will be governed by deduction limit publication 526 describes contributions you can (and can not deduct) publication 561 publication determining the value of donated property

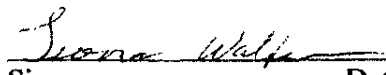
Chief Executive Name and Title: APRIL YOUNG


Signature: 

Date: 4/3/04

Resolution

We agree that Expressions organization will serve public interests, by the majority Board of Directors will be non-salaried and shall not be related salaried personnel or to parties providing services. Individuals (salaried) cannot vote on their compensation decisions made by the board.



Sign Date


Sign Date

ARTICLE XII -AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors

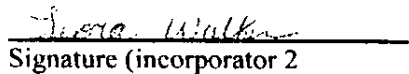
Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

INCORPORATORS

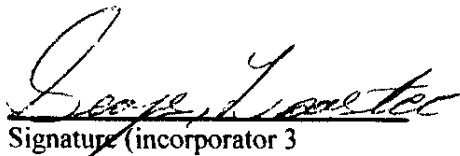
In witness whereof, we the undersigned, have hereunto subscribed our names for forming the corporation under the laws of the state Florida and certify we executed these articles of Incorporation this **June 20th 2006**.


Signature (incorporator 1)

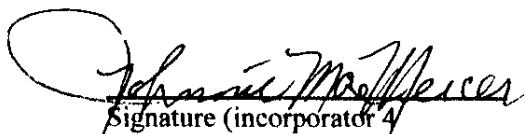
2111 NW 34th St Ft. Lauderdale FL 33311
Address, City, State, zip


Signature (incorporator 2)

425 NW 17th St Deerfield Beach 33441
Address, City, State, zip


Signature (incorporator 3)

255 SW 3AVE Apt 110 Deerfield Beach 33440
Address, City, State, zip


Signature (incorporator 4)

1303 NW 3rd St Ft. Lauderdale FL 33311
Address, City, State, zip