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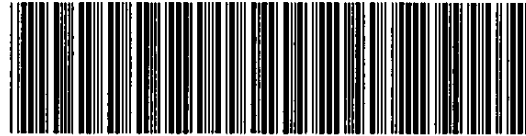
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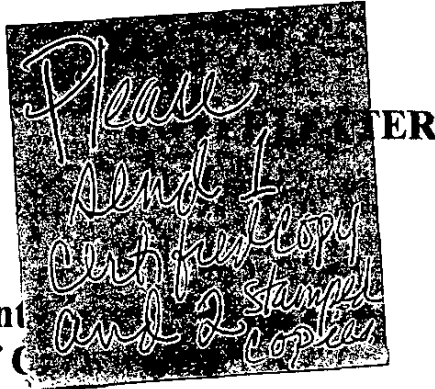
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*Amend*  
*SL*

**FILED**  
06 JUN 12 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BRAD'S PLACE, INC.

TO: Amendment  
Division of C



**NAME OF CORPORATION: BRAD'S PLACE, INC.**

**DOCUMENT NUMBER: N06000003704**

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Willie Alfreida Capers

2341 Northwest 208<sup>th</sup> Street  
Miami Gardens, Florida 33056

For further information concerning this matter, please call:

Willie Alfreida Capers at (770) 875-8322

Enclosed is a money order for the following amount:

\$43.75 Filing Fee & Certified Copy (additional copy is enclosed)  
2 (STAMP PLEASE)

**Articles of Amendment  
To  
Articles of Incorporation**

BRAD'S PLACE, INC.  
**FILED**  
06 JUN 12 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**Article III. Purposes.**

1. The Corporation is a non-profit corporation and is organized for the following purposes:

To engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporation may be organized under the Florida Non-Profit Corporation pursuant to Chapter 617.0202, Florida Statutes. The organization's purpose is to provide supportive services to persons released from jail or prison in an effort to stop "the revolving door syndrome."

To provide support services such as Spiritual Life Classes, 12-step classes, Adult Basic Education, Life Skills, and Relapse Prevention group sessions. The goal is to "provide structure that will change a destructive behavior into patterns of wholesome living in the context of family, church, community, and career."

2. No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue Law.

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be

distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The period during which this corporation is to continue as a corporation is perpetual.

#### **Article IV Manner of Election**

The directors are elected at the annual meeting.

#### **Article V. Initial Directors**

The initial Board of Directors of the Corporation shall consist of three (3) members whose names and addresses are as follows:

Mary Louise McCoy  
2341 N.W. 208 Street  
Miami Gardens, Florida 33056

Virginia F. Davis  
16160 N.W. 28<sup>th</sup> Place  
Opa Locka, Florida 33054

Willie Alfreida Capers  
4449 Thompson Mill Road  
Decatur, Georgia 30034

#### **Article VI. Initial Registered Agent and Street Address**

The initial registered office of the Corporation is:

2341 Northwest 208<sup>th</sup> Street  
Miami Gardens, Florida 33056

The initial registered agent of the Corporation at such address is Willie Alfreida Capers.

#### **Article VII. Incorporator.**

The name and address of the Incorporator is:

Willie Alfreida Capers  
4449 Thompson Mill Road  
Decatur, Georgia 30034

## **Articles VIII. Conflict of Interest Policy**

### **Purpose**

1. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Brad's Place, 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.

### **Definitions**

2. 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.
3. 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, 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.

### **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.
5. Records of Proceedings – the minutes of the governing 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 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.
6. 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.
7. 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.

8. 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 organization 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.
9. Use of Outside Experts – When conducting the periodic reviews as provided for in Section 8, 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.

**The date of adoption of the amendments was: April 4, 2006.**

**Adoption of Amendments**

**There are no members or members entitled to vote on the amendment. The amendments were adopted by the Board Of Directors.**

Signature Willie Alfride Capers  
Incorporator

**WILLIE ALFREIDA CAPERS**

**SECRETARY/INCORPORATOR**