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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THRESHING FLOOR CORPORATION

DOCUMENT NUMBER: N0700000 3895

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

Please return all correspondence concerning this matter to the following:

RONALD B. LUMPKIN

(Name of Contact Person)

(Firm/ Company)

5001 BRANDED OAKS CT

(Address)

TALLAHASSEE, FL 32311

(City/ State and Zip Code)

For further information concerning this matter, please call:

RONALD B. LUMPKIN

(Name of Contact Person)

at (850) 212-2401

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

09 FEB -3 AM 9:38

THRESHING FLOOR CORPORATION

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N07000003895

(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:

A. If amending name, enter the new name of the corporation:

THRESHING FLOOR COMMUNITY OUTREACH, INC.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

2600-A Apalachee Parkway

Suite, Basement

Tallahassee, FL 32301

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Ronald B. Lumpkin

New Registered Office Address:

5001 Branded Oaks Ct.

(Florida street address)

Tallahassee

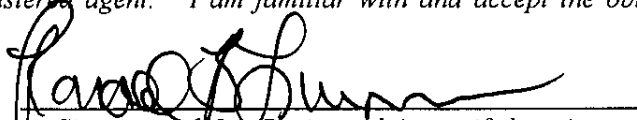
(City)

Florida 32311

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>See</u>	<u>Articles of Incorporation</u>	<u>(Attached)</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Newly Adopted & Expanded Articles of Incorporation (Attached)

Amend to change FEIN to 26-4170789


The date of each amendment(s) adoption: January 19, 2009

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

Dated February 2, 2009

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)

Ronald B. Lumpkin
(Typed or printed name of person signing)

Incorporator
(Title of person signing)

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Threshing Floor Community Outreach, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2600A Appalachee Parkway, Suite Basement, Tallahassee, FL 32301

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Section 1 – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

Section 2 – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

Academic Excellence; GED prep for adults, tutoring of at-risk middle & high school students, dropout and prevention. Provide and Organize Health and Wellness Education, Coordinate Community Health Fairs and Seminars. Provide Direct Service and Mentorship to children of incarcerated parents. Provide service to individuals that are incarcerated to help them to become reestablished in society. Provide Job Placement, Job Training, Interviewing Skills, and Job Referral. Provide assistance to prisoners with transitional housing and restoration of rights. To provide Families with Financial Literacy Education and Transitional Housing. Provide emergency, food, shelter and electricity assistance. Provide Teenage Pregnancy Abstinence Education & Assistance, and other programs to aid those in need.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Section 1 – The business of the organization shall be managed by a Board of Directors consisting of no fewer than four (4) and no more than fifteen (15) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

Section 2 – The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years.

Section 3 – The Board of Directors as well as the Executive Director shall have the control and management of the affairs of the business of this organization.

Section 4 – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5 – Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

Section 6 – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

Section 7 – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

Section 8 – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

NAME	ADDRESS	TITLE
Detris W. Lumpkin	5001 Branded Oaks Ct., Tallahassee, FL 32311	President
Walter Selver	5001 Branded Oaks Ct., Tallahassee, FL 32311	Vice President
Oscar Fenn	7525 160 Trace, Live Oak, FL 32060	Treasurer
Vernita Reed	PO Box 85, Live Oak, FL 32064	Secretary

The initial officers of the organization will serve as Directors until the first annual meeting of members or until their successors have been elected and qualified as follows:

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address**

Dr. Ronald B. Lumpkin 5001 Branded Oaks Court, Tallahassee, Florida 32311

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Dr. Ronald B. Lumpkin 5001 Branded Oaks Court, Tallahassee, Florida 32311

Article VIII MEETINGS

Section 1 – Meetings will be held at intervals necessary to conduct the business of the organization.

Section 2 – Notice of any regular or special meeting shall be provided to any person entitled to vote at least 7 days prior to such meeting. Unless such notice is waived by the person entitled thereto.

Article XIX **DUTIES OF DIRECTORS**

Section 1 – The Executive Director shall oversee and maintain the primary business of the organization and shall:

- a. With the Secretary sign and deliver transactions pertaining to the business of the organization.
- b. Assist in directing the communications and marketing of the Threshing Floor Community Outreach, Inc.. and any programs as approved by the Board of Directors.
- c. The Executive Director is an ex-officio member of the Board of Directors.

Section 2 – The Chairman shall preside at all meetings of the Board of Directors.

Section 3 – The Co-Chairman preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 4 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Executive Director sign and deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer shall be the chief financial officer of the Threshing Floor Community Outreach, Inc. and either he or she or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of Threshing Floor Community Outreach, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of Threshing Floor Community Outreach, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Section 6 – The Director of Public Relations shall:

- a. Direct the communications and marketing of the Threshing Floor Community Outreach, Inc. and any programs as approved by the Board of Directors along with the Executive Director.

Section 7 – All Board of Directors shall complete a standard application for the organization primary management file.

Article X **DURATION**

The duration of the corporation shall be perpetual.

Article XI **TERRITORY**

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

Article XII **NON-STOCK CORPORATION**

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

Article XIII **LIMITATIONS**

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 service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. 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 any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or 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 XIV **REIMBURSEMENT OF EXPENSES**

By resolution of the organization, the Directors and the Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Article XV **ROBERT RULES OF ORDER**

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised.

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

Article XVI **SALARIES**

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XVII **COMMITTEES**

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

Article XVIII **VOTING**

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XIX **STAFF**

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Executive Director for the cause of conducting pertinent business.

Article XX **FINANCES**

Section 1 – The funding for this organization shall be established by the Board of Directors and the Executive Director.

Section 2 – The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3 – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

Article XXI **LIABILITY**

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXII **CONFLICT OF INTEREST**

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

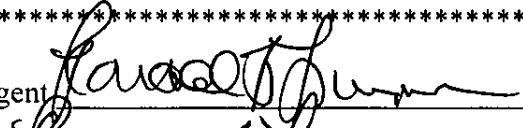
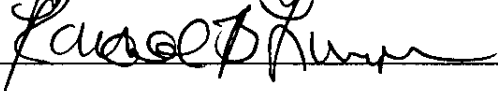
Section 7 – Violations of Conflict of Interest Policy- If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XXIII DISTRIBUTION OF FUNDS UPON DISSOLUTION

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 organized and operated exclusively for such purposes.

Article XXIV AMENDMENTS

Section 1 – Any Amendments of the constitution or bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

Signature/Registered Agent  Date 2/2/09
Signature/Incorporator  Date 2/2/09