

NO7000004578

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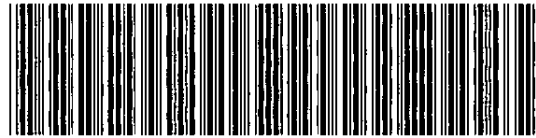
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*Amend*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 FEB 17 AM 10:18

T. Roberts FEB 19 2009

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Island Friends Roatan Inc.

DOCUMENT NUMBER: NO7000004578

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

Please return all correspondence concerning this matter to the following:

Alecia Kintner  
(Name of Contact Person)

RAS 686  
(Firm/ Company)

444 Brickell Ave. Suite 51  
(Address)

Miami FL 33131  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kim Dueffert at ( 952 ) 445 1648  
(Name of Contact Person) (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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

09 FEB 17 AM 10:18

Island Friends Roatan Inc.

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

NO7000004578

(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:**

*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**)

444 Brickell Ave Ste 51

Ro 808

Miami FL 33131

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

444 Brickell Ave Ste 51

Ro 808

Miami FL 33131

**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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

(Attach additional sheets, if necessary)

**E. If amending or adding additional Articles, enter change(s) here:**

Please see attached six additional Articles.

The date of each amendment(s) adoption: May 7, 2007

Effective date if applicable: May 7, 2007  
(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 January 27, 2009

Signature Judith Allred

(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)

JUDITH ALLRED

(Typed or printed name of person signing)

Vice President  
Chairman

(Title of person signing)

**Articles of Amendment for Island Friends Roatan, Inc.**

1. **Elections:** Island Friends Roatan, Inc. will elect its leaders bi-annually from the group of people who consistently attend at least 60% of weekly meetings.
2. **Purpose:** The purpose of Island Friends Roatan, Inc. is to support health and educational projects in Roatan, Honduras.
3. **Compensation:** Island Friends Roatan, Inc. will not pay salary or other compensation to its officers or directors. Directly related expenses incurred by officers or directors will only be reimbursed with proper documentation and subject to approval of at least three officers.
4. **Contracting and Employment:** Island Friends Roatan, Inc. will not employ family members of the officers or directors nor will it enter into contracts with officers or directors for provision of services and goods.
5. **Dissolution:** If Island Friends Roatan, Inc. must dissolve, any and all remaining assets must be used exclusively for charitable purposes in accordance with the stated purpose of Island Friends Roatan, Inc. No assets are to be distributed to any officer or director.
6. **Conflict of Interest:** Island Friends Roatan, Inc adopts the Conflict of Interest Policy as stated in the document titled **Island Friends Conflict of Interest Policy**, which is duly signed by the officers of the corporation

These Amendments have been authorized by the Island Friends Roatan Board of Directors



Kim Dueffert

5-7-07

Date:



Judith Allred

5-7-'07

Date:



Russ Summerell

5/7/07

Date:

## **Island Friends Conflict of Interest Policy**

### **Article II: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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.

### **Article II: 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, 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 Article III, Section 2, 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.

### **Article III: 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



## Island Friends Conflict of Interest Policy

delegated powers considering the proposed transaction or arrangement.

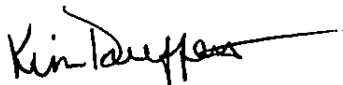
### **2. Determining Whether a Conflict of Interest Exists**

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.

These Amendments have been authorized by the Board of Directors



**Kim Dueffert**

5-7-07

Date:



**Judith Allred**

5-7-07

Date:



**Russ Summerell**

5/7/07

Date: