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2008 APR 10 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pentecostal Church of God In Christ Child Development Center, Inc.

DOCUMENT NUMBER: N07000007403

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

Please return all correspondence concerning this matter to the following:

Shirley Cox

(Name of Contact Person)

Pentecostal Church of God In Christ of the United States of America, Inc.

(Firm/ Company)

1289 West 28th Street

(Address)

Riviera Beach, Florida 33404

(City/ State and Zip Code)

For further information concerning this matter, please call:

Shirley Cox

(Name of Contact Person)

at (561) 373-0044

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2008

SHIRLEY COX
PENTECOSTAL CHURCH OF GOD IN CHRIST
1289 WEST 28TH STREET
RIVIERA BEACH, FL 33404

SUBJECT: PENTECOSTAL CHURCH OF GOD IN CHRIST CHILD
DEVELOPMENT CENTER, INC.
Ref. Number: N07000007403

We have received your document for PENTECOSTAL CHURCH OF GOD IN
CHRIST CHILD DEVELOPMENT CENTER, INC. and check(s) totaling \$52.50.
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I
hereby am familiar with and accept the duties and responsibilities as registered
agent for said corporation/limited liability company"); and the registered agent's
signature.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 008A00017645

RECEIVED
2008 APR 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED

Pentecostal Church of God In Christ Child Development Center, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

2008 APR 10 PM 4: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N07000007403

(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):

N/A Name will remain the same

(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)**

Please amend Article III: Purpose : Please refer to Attachment I Purpose

Please amend Article IV: Directors/Members : Please refer to Attachment II Director/Members

Please amend Article V Name of Directors: Please refer to Attachment III Name of Directors

Please amend Article VI: Debt Obligations and Personal Liability: Please refer to Attachment IV

Please amend Article IX: Dissolution: Please refer to Attachment V

Please amend Article XI: Registered Agent: Please refer to Attachment VI Registered Agent

Please add the following amendments: Article XIII, XIV, XV, XVI, XVII, XVIII, XIX,

XX, XXI, XXII, XXIII. Please refer to Attachment VII

(Attach additional pages if necessary)
(continued)

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment I

Please amend Article III: Purpose:

Article III should read:

Article III **PURPOSES**

The Corporation has been formed for the following purposes:

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:

Adopt A Family, Advocate for Abstinence, After School Child Care, AIDS Education, Anger Management, Day Care Counseling, Domestic Violence Awareness and Prevention, Elderly Care, Etiquette Training, Food Bank, Grant Writing, Interviewing Skills, Job Placement and Employment, Job Training, Literacy, Positive Self-Development, Safe Shelter Referrals, Self-Esteem Building, Parenting Classes, Financial Management, Strategies for Success, Stress Management, Substance Abuse Assistance, Teenage Pregnancy Prevention and Assistance, and other programs to aid those in need.

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment II

Please amend Article IV: Directors/Members:

Article IV should read:

Article IV DIRECTORS/MEMBERS

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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment III

Please amend Article V: Directors/Members:

Article V should read:

Article V
Name of Directors

The Corporation of the Board of Directors shall be comprised of the following natural persons:

Shirley Cox	103 Gibraltar St. Royal Palm Beach, Florida 33411 -	Chairman
Bernard Felder	425 Michigan Place West Palm Beach, Florida 33409 -	Vice-Chairman
Helen Gaskin	1348 West 33rd Street Riviera Beach, Florida 33404 -	Secretary
Bertha Alexander	1481 West 36 th Street Riviera Beach, Florida 33404 -	Board Member
Lashawn Anderson	1020 Seminole Blvd. Lake Park, Florida 33403 -	Board Member
Cynthia Bedford	1145 West 25th Street Riviera Beach, Florida 33404 -	Board Member
Naomi Belk	530 West 28th Street Riviera Beach, Florida 33404 -	Treasurer
Edith Bush	1444 8th Street West Palm Beach, Florida 33401 -	Board Member
Renee Pinder	P.O. Box 9055 West Palm Beach, Florida 33419 -	Board Member
Priscilla Wilson	1311 Avenue T Riviera Beach, Florida 33404 -	Assistant Secretary

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment IV

Please amend Article VI: Debt Obligation and Personal Liability:

Article VI should read:

Article VI
Debt Obligation and Personal Liability

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors and 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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment V

Please amend Article IX: Distribution of Funds Upon Dissolution

Article IX should read:

Article IX
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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment VI

Please amend Article XI: Registered Agent:

Article XI should read:

Article XI
Registered Agent

The Registered Agent for this corporation is:
Pentecostal Church of God In Christ of the United States of America, Inc.
1289 West 28th Street
Riviera Beach, Florida 33404

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Attachment VII

Please add the following articles: Articles XIII, XIV, XV, XVI, XVII XVIII, XIX, XX, XXI, XXII, & XXIII.

Article XIII **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.

Section 3 – The annual meeting of the corporation shall be held once a year, the time and place to be selected by the Board of Directors.

Article XIV **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 Pentecostal Church of God In Christ Child Development Center, 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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center, Inc. N07000007403

- b. See that all notices are given in accordance with the provisions of these By-Laws 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 Pentecostal Church of God In Christ Child Development Center, 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 Pentecostal Church of God In Christ Child Development Center, 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 Pentecostal Church of God In Christ Child Development Center, 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 Pentecostal Church of God In Christ Child Development Center, 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 XV **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 XVI **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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Article XVII
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 XVIII
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 XIX
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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center,
Inc. N07000007403

Article XX
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 XXI
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 XXII
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 XXIII
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.

Articles to be amended Pentecostal Church of God In Christ Child Development Center, Inc. N07000007403

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.

Pentecostal Church of God In Christ of the United States of America, Inc. is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Pentecostal Church of God In Christ of the United States of America 4-5-2008
Registered Agent Signature Date

Thibault L. Corp, Chairman 4/5/08
Officer Signature, Title Date

The date of adoption of the amendment(s) was: February 6, 2008

Effective date if applicable: February 6, 2008
(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 Shirley L. Cox
(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.)

Shirley Cox
(Typed or printed name of person signing)

Chairman
(Title of person signing)

FILING FEE: \$35