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T. Roberts FEB 14 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Live, Work, and Create, Project, Inc.

DOCUMENT NUMBER: N07000010706

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

Please return all correspondence concerning this matter to the following:

Sheryll A. Varris as V.P.

(Name of Contact Person)

The Live, Work, and Create, Project, Inc.

(Firm/ Company)

3810 NW 167 Street

(Address)

Opa Locka, Florida 33054

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sheryll A. Varris as V.P.

(Name of Contact Person)

at (305) 627-6241

(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

Articles of Amendment
to
Articles of Incorporation
of

The Live, Work, and Create, Project, Inc.

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

FILED

08 FEB 13 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N07000010706

(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

(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 ATTACHED

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: February 7, 2008

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 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

Sheryll A. Varris as VP

(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.)

Sheryll A. Varris as V.P.

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE: \$35

Amendment

OF

The Live, Work, and Create Project, Inc.

ADDITION-ARTICLE VIII - MEMBERSHIP

Section 1: Membership on the Board of Directors shall consist only of the members of the board of directors. Membership to other areas of business of this corporation does not constitute membership to The Live, Work, and Create Project, Inc and does not constitute voting options; only membership to the entity that they have joined.

ADDITION ARTICLE XI- 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 may be called by the Chair or the Executive Committee.

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

ADDITION ARTICLE X - BOARD OF DIRECTORS

ADDITION President: Steven L. Kuster-3810 NW 167 St, Opa Locka, Fl 33054

ADDITION Vice President: Sheryll A. Varris, 3810 NW 167 St, Opa Locka, Fl 33054

ADDITION Treasurer: Steven L. Kuster, 3810 NW 167 St, Opa Locka, Fl 33054

ADDITION Secretary: Sheryll A. Varris, 3810 NW 167 St, Opa Locka, Fl 33054

ADDITION Directors: Steven L. Kuster, 3810 NW 167 St, Opa Locka, Fl 33054

Sheryll A. Varris, 3810 NW 167 St, Opa Locka, Fl 33054

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the Directors and Advisory Committees. The Board shall not have fewer than three (3) members. The board receives no compensation other than reasonable expenses unless they are also responsible for day to day operations. If so, they will receive remuneration based on their level of involvement.

Section 2: Meetings. The Board shall meet at least 6 times a year, at an agreed upon time and place.

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

Section 4: Terms. All Board members shall serve three (3) year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least a majority 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 five offices of the Board consisting of a President, Vice President, Secretary, Treasurer and Director. Their duties are as follows:

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

The Vice President 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 members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the 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, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board 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 the 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 removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ADDITION ARTICLE XI - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The President and Vice President appoint all committee chairs.

Section 2: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee 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. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ADDITION ARTICLE XII-CONDUCTING CORPORATE BUSINESS- The Board is responsible for overall policy and direction of the Corporation. Any legal and financial expenditures or transactions over \$500 (dollars) must be approved by the Board with the majority agreeing. Banking shall be done by the Vice President and Treasurer until such time that the President is no longer the Treasurer. Two signatures are required for all financial transactions on corporate bank accounts. Business transactions must be approved by two thirds, and signed by 2 different Board Members otherwise any business transactions are null and void.

ADDITION ARTICLE XIII - AMENDMENTS

Section 1: 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.

These Amendments were approved at a meeting of the Board of Directors of

The Live, Work, and Create Project, Inc. on

February 7, 2008