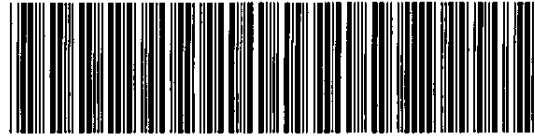


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Jonah Enterprises, LLC, Inc.
273 Cypress Ave
Oak Hill, FL 32759



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(City/State/Zip/Phone #)

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ARTICLES OF AMENDMENT

**Jonah Enterprises, Inc.
(A Florida Not for Profit Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on March 8, 2008. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of Jonah Enterprises, Inc. are hereby amended as follows:

- 1. The name of the nonprofit organization shall be changed to: Jonah Enterprises Community Development Corporation, Inc.**
- 2. Article III of the Articles of Incorporation is hereby amended to add the following paragraph:**

The specific purpose for which this corporation is organized:

To operate exclusively for charitable and educational purposes, including but not limited to improvement of the condition of the poor, the underprivileged, and the victims of discrimination and alienation within the meaning of section 501(c)(3) of the Internal Revenue Code. Jonah Enterprises CDC provides culturally competent opportunities to help young high school dropouts, ages 16-24 as well as other youth, achieve high standards, obtain basic skills education, employable skills and work experience in construction related fields to result in high wage employment opportunities that lead to self sufficiency. It also is establishing an Assisted Living and Legal Help For Convicted Felons Transitions Living Facility.

To accomplish these purposes, the Board shall have the authority to exercise all the powers conferred upon corporations formed under the Florida state law in order to accomplish its charitable and educational purposes, including but not limited to the

power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

No part of the net earnings of the Corporation shall inure to the benefit of any director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2. Article VII is hereby amended as follows:

The officer(s) and/or director(s) of the corporation is/are amended as follows:

Remove: Title: PRES
WILLIE A. WOOD
273 CYPRESS AVENUE
OAK HILL, FL 32759 US

Replace with: Title: PRES
DARRY EVANS, SR.
202 FLAMINGO ROAD
OAK HILL, FL 32759 US

Remove: Title: VP
DARRYL DIXON
401 AUBURN DR, APT. A]
DAYTONA BEACH, FL 32118 US

Remove: Title: VP
TWILA BATIE
401 AUBURN DRIVE APT. A
DAYTONA BEACH, FL 32118 US

Remove: Title: VP
JULIE WOOD
273 CYPRESS AVE
OAK HILL, FL 32759 US

Add: Title: SEC
TINA JACKSON
274 CYPRESS AVENUE
OAK HILL, FL 32759

Add: Title: TREAS
ROBIN GATEWOOD
273-B CYPRESS AVENUE
OAK HILL, FL 32759 US

Add: Title: CEO/PRESIDENT/EXECUTIVE DIRECTOR
WILLIE A. WOOD
273 CYPRESS AVENUE
OAK HILL, FL 32759 US

3. A new Article IX is hereby added to the Articles of Incorporation. The new Article reads as follows:

Conflict of Interest:

Article 1: 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 2: Definition:

Interested Persons

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.

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 3: Procedures

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.

Determining whether a conflict of interest exists

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.

Procedures For Addressing 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.

Violations of Conflict 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.

Article 4: Records of Procedures

The minutes of the governing board 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 of 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.

Article 5: 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.

Article 6: Annual Statement

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.

Article 7: 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 organizations 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.

Article 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, 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

**Jonah Enterprises Community Development
Corporation, Inc.**

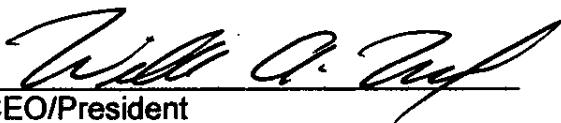
By: _____
CEO/President

Date: 03/08/08

Willie A. Wood
Legibly Type or Print Name

273 Cypress Avenue
Oak Hill, FL 32759

**Jonah Enterprises Community Development
Corporation, Inc.**

By: 
CEO/President

Date: 03/08/08

Willie A. Wood
Legibly Type or Print Name

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