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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Roach Foundation for Medical Assistance, Inc.

DOCUMENT NUMBER: N08000001994

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

Please return all correspondence concerning this matter to the following:

Mary C. Roach
(Name of Contact Person)

The Roach Foundation for Medical Assistance, Inc.
(Firm/ Company)

5426 SW 25th Avenue
(Address)

Fort Lauderdale, Fl. 33312
(City/ State and Zip Code)

maryclarkroach@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary C. Roach at (954) 512-3427
(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

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Articles of Amendment
to
Articles of Incorporation
of

The Roach Foundation for Medical Assistance, Inc.

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

N08000001994

(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: 5426 SW 25th Avenue
(Principal office address MUST BE A STREET ADDRESS) Fort Lauderdale, Fl. 33312

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: Mary C. Roach

New Registered Office Address: 5426 SW 25th Avenue
(Florida street address)

Fort Lauderdale, Florida 33312
(City) *(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.

Mary C. Roach
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)

Title	Name	Address	Type of Action
VP	Yvonne L. Carter	8603 NW 35th Court Coral Springs, Fl. 33065	☑ Add ☐ Remove
FS	Sandra Devoe	510 NE 38th St. Pompano Beach, Fl 33064	☑ Add ☐ Remove
			☐ Add ☐ Remove

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

Amending Article 2- Purpose of the Corporation (See copy enclosed) we are adding

Article 3- Prohibitions, Article 4- Capital Stock,

Article 5- Qualification of the Members and Manner of their Admission

Article 6- Voting Rights, Article 7- Limitation of Corporation Power

Article 8- Term of Existence, Article 9- Manner of Election of Directors

Article 10- Officers, Article 11- The name of the Officers who are to serve until the first

Election under the Articles of Incorporation

Article 12- Board of Trustees/Directors, Article 13- Liabilities for Debts

Article 14- Indemnification, Article 15- Amendment to the Articles of Incorporation

Article 16- Amendment of By-laws, Article 17- Principle office

Article 18- Registered office and registered agent, Article 19- Incorporator

Article 20- Dissolution

The date of each amendment(s) adoption: June 10, 2010

(date of adoption is required)

Effective date <u>if applicable</u>: June 10, 2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **<u>(CHECK ONE)</u>**

☐ 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 June 10, 2010

Signature Mary C. Roach

(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)

Mary C. Roach

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Amendment to Articles of Incorporation
For
The Roach Foundation for Medical Assistance, Inc.

The undersigned subscriber to the Articles of Incorporation is a natural person competent and authorized to these articles of incorporation for Roach Foundation for Medical Assistance, Inc., a non-profit Corporation under chapter 617 of Florida Statues.

Article 1- Name

The name of the Corporation is The Roach Foundation for Medical Assistance, Inc. (hereinafter "Corporation).

Article 2 – Purpose of the Corporation

This Corporation is organized exclusively for educational, charitable, religious, and scientific purpose, including for such purposed, the making of distribution to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue code or the corresponding section of any future tax code.

The special and primary purpose for which this Corporation is form is to provide temporary financial assistance for; food, medication, rent or mortgage, and utilities (water & electric) to disabled individuals, although employed (part-time/ full time, are uninsured or underinsured.

We will also provide HealthCare Workshops and Seminars on the important about keeping yourself fit and well through meal preparation classes, Blood Pressure screening, HIV/AIDS awareness, Senior Health, Women and Men health issues, Behavior and Addiction, Smoking, Straight Talk About STD's, Personal Care, also help for the Caregiver.
We understand that early intervention is the key to good health. Educating our community about this is our goal.

Article 3 – Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, Officers, or other private person, except that Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article second hereof.

No substantial part of the activities of the Corporation shall be carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision o these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) By a Corporation exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under 170(C) (2) of the Internal Revenue Code, or the corresponding section of and future federal tax code.

Article – 4 – Capital Stock

The Corporation shall no capital stock and shall be composed of members rather than shareholders.

Article – 5- Qualification of Members and Manner of their Admission

The categories of membership, qualification for membership and the manner of Admission shall be as forth in and regulated by the Bylaws of the Corporation.

Article – 6 – Voting Rights

Members of the Corporation will have voting rights as provided in the Bylaws of the Corporation.

Article – 7 – Limitation of Corporation Powers

The corporate power of this corporation is as provided in section 617, 0302, Florida Statues.

Article – 8 – Term of Existence

The corporation shall have perpetual existence.

Article – 9 – Manner of Election of Directors

The Directors of the Corporation shall be elected by a majority of vote of the members of the Corporation. Except the President/CEO (Chief Executive Officer), all officers of the Corporation shall be appointed annually by a majority vote of the Board of Directors/Trustees. The President/CEO perpetually, will be further described by the Bylaws.

Article – 10 – Officers

The officers of the Corporation shall consist of the following positions:

President/CEO
Vice President
Secretary
Treasurer
Auditor
Legal Counsel/Adviser

Article – 11 – The Name of the Officers who are to serve until the First Election Under the Articles of Incorporation

The names of the individuals who are to serve as officers until the first election under the Articles of Incorporation are as follows:

President: Mary C. Roach, 5426 SW 25th Ave, Ft. Lauderdale, Fl. 33312
Vice President: Yvonne L. Carter, 8603 N W 35th Court, Coral Springs, Fl. 33065
Secretary: Delores Newman, 5426 SW 25th Ave. Ft. Lauderdale, Fl. 33312
Treasurer: Linda J. Cox, 5426 SW 25th Ave. Ft. Lauderdale. Fl. 33312

Article – 12 – Board of Trustees/Directors

The Corporation shall have no less than three trustees/directors, and the number of Trustees/Directors may be increased, as provided by the Bylaws, but never decreased to a number less than three trustees/directors. The names and addresses of the persons who are to serve as members of the Board of Directors until the first election under the Articles of Incorporation are as follow:

1. President: Mary C. Roach, 5426 SW 25th Ave. Ft. Lauderdale, Fl. 333
2. Vice President: Yvonne L. Carter, 8603 N W 35th Court, Coral Springs, Fl. 33065
3. Secretary: Delores Newman, 5426 SW 25th Ave. Ft. Lauderdale, Fl. 33312
4. Treasurer: Linda J. Cox, 5426 SW 25th Ave. Ft. Lauderdale, Fl. 33312

Article – 13 – Liabilities for Debts

Neither the members nor the members of the Board of Trustees or Officers of the Corporation shall be liable for the debts of the Corporation.

Article – 14 – Indemnification

The Corporation shall indemnify a director/trustee or office of the Corporation, who was wholly successful, on the merits or otherwise, in the defense of any. Proceeding to which the director/trustee or officer was a party because the director/trustee or officer or was a director/trustee or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a processing because the individual is or was a director, trustee, officer, employee or agent of the Corporation against liability if authorized in the special case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, trustee, officer, employee or agent has met the standard of conduct set forth the board of directors. The indemnification and advancement of attorney fees and expenses for directors, trustees, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, trustee, officer, employee or agent of the Corporation, as the case may be a director, officer, partner, trustee, employee, or agent of another Foreign or Domestic Corporation, partnership, joint venture, trusts, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, trustee, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All reference in these Articles of Incorporation is deemed to include any amendment or successor thereto. Nothing contain in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or a trustee, director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise effected. All references in these Article of Incorporation to "director," "trustee," "officer," "employee," and "agent," shall include the heirs, estates, executors, administrators and personal repetitive of each person.

Article – 15 – Amendment to the Articles of Incorporation

Except for Article 9 of these Articles of Incorporation, the Corporation may amend any of the articles in the Articles of Incorporation may be amended in the manner provided in the Bylaws. Each amendment shall be approved by the Board of Trustees/Directors, proposed by them to the Members, and approved at a Members meeting by a majority vote of the Members, unless all the Trustees/Directors, and all the Members sign a written statement manifesting their intention that certain Amendment of these Articles of Incorporation is made.

Article – 16 – Amendment of By-laws

This Corporation shall have the right and power to enact by-laws not repugnant to this chapter and the further right and power to alter, amend or rescind it upon previous notice of intention to alter, amend, or rescind the same being given for such length of time as may be prescribed by the Bylaws, Rules or regulation o this Corporation, including the manner or procedure thereof, at any Business meeting or at any Special meeting called for that purpose.

Article – 17 – Principle Office

The address of the principle office of this Corporation is 5426 SW 25th Ave. Ft. Lauderdale, Fl. 33312 and mailing address is the same.

Article – 18 – Registered office and Register Agent

The initial address of the registered office of this Corporation is located, 5426 SW 25th Ave. Ft. Lauderdale, Fl. 33312. The name and address of the registered agent of this Corporation is Mary C. Roach, whose address is the same as above.

Article – 19 – Incorporator

The name and street address of the Incorporator for these Articles of Incorporation of this Corporation is Mary C. Roach, 5426 SW 25th Ave. Ft. Lauderdale, Fl. 33312

Article – 20 – Dissolution

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposed within the meaning of section 501 (C) (3) of the Internal Revenue Code or the corresponding section of and future federal tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations, as said Count shall determine, which are organized and operated exclusively for such purpose.

The under sign incorporator has executed the Articles of Incorporation this 10th day of June 10, 2010.

Signature of Incorporator:

Mary C. Roach

Mary C. Roach

Acceptance of Registered Agent Designated in Articles of Incorporation

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mary C. Roach

Signature of Registered Agent