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Amend  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GRACE'S LOVE, INC.

**DOCUMENT NUMBER:** N08000005123

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

Please return all correspondence concerning this matter to the following:

PETULA C. BURKS

(Name of Contact Person)

GRACE'S LOVE, INC.

(Firm/ Company)

1015 E. SUNRISE BLVD., UNIT 110

(Address)

FORT LAUDERDALE, FL 33304

(City/ State and Zip Code)

GRACESLOVE@LIVE.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PETULA BURKS

(Name of Contact Person)

at ( 954 ) 826-4995

(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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 DEC 13 PM 1:57

Articles of Amendment  
to  
Articles of Incorporation  
of

GRACE'S LOVE, INC.

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

N08000005123

(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)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:

\_\_\_\_\_

New Registered Office Address:

(Florida street address)

\_\_\_\_\_

\_\_\_\_\_, Florida  
(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.*

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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
2ND V	THOMASINA TURNER	427 SW 191 TERRACE PEMBROKE PINES, FL 33029	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

SEE ATTACHED

**Articles of Incorporation  
For  
Grace's Love, In.,  
A Florida Nonprofit Corporation**

## ARTICLE I

The corporate name of this organization shall be the Grace's Love, Inc.

## ARTICLE II

The corporation is organized pursuant to the Florida Nonprofit Corporation Code.

### ARTICLE III

The principal mailing address of the corporation is 1015 E. Sunrise Blvd., 110, Fort Lauderdale, FL 33304.

## ARTICLE IV

The initial Registered Agent of the corporation is Petula C. Burks, 1015 E. Sunrise Blvd., 110, Fort Lauderdale, FL 33304.

## ARTICLE V

The name and address of the incorporator is: Petula C. Burks  
1015 E. Sunrise Blvd, 110  
Fort Lauderdale, FL 33304

## ARTICLE VI

The corporation shall have no members.

## ARTICLE VII

The purpose is to:

- To promote and develop our future leaders
- To mentor young men and women who range from socio-economically challenged areas to areas of advantage and prestige
- To foster growth and development through the teaching of life skills
- To tutor and to assist in test-taking skills
- To introduce higher education as a goal

### ARTICLE VIII

The names and address of the individuals who are to serve as the initial Officers of the Corporation are as follows:

### ARTICLE IX

This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefits of, or be distributable to its members, trustees, officers or other private persons, except that the 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 the above paragraph.

### ARTICLE VIV

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This the 17<sup>th</sup> day of November, 2010.

---

Petula Celeste Burks  
Incorporator

## **BYLAWS OF GRACE'S LOVE, INC.**

### **ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization shall be GRACE'S LOVE, INCORPORATED.

Section 2: This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE II - MEMBERSHIP**

Section 1: Membership shall consist only of the members of the board of directors.

### **ARTICLE III - 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 President/Executive Director 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.

### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation.

The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to twelve (12) and not fewer than five (5) members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings.

The Board shall meet at least once a month, 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 two (2) year terms, but are eligible for re-election.

### Section 5: Quorum.

A quorum must be attended by at least 75 percent 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 officers of the Board consisting of a President/Executive Director, Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer. Their duties are as follows:

- (a) President/Executive Director. The President/Executive Director shall preside at the meetings of the Board of Directors. In the absence of paid staff, the President/Executive Director shall ensure the supervision and administration of the business and affairs of the Corporation. The President/Executive Director shall play a major role in resource development and in representing the organization within and outside the community. The President/Executive Director of Grace's Love, Inc. authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the organization, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The President/Executive Director shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of said organization, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.



- (b) Vice President. In case of the absence of the President/Executive Director, or of her/his inability from any cause to act, the Vice President shall perform the duties of that office. Like the President/Executive Director, the Vice President shall play a major role in resource development and in representing the organization within and outside the community. The Vice President will chair committees on special subjects as designated by the board.
- (c) Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.
- (d) Financial Secretary/Treasurer. The Financial Secretary/Treasurer shall make a report at each Board meeting. The Financial Secretary/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. The Financial Secretary/Treasurer shall be responsible for financial ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

## ARTICLE V

### 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 Chair 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.

### ARTICLE VI - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board President/Executive Director appoints 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 Financial Secretary/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.

### ARTICLE VII - CONFLICT OF INTEREST

#### Section 1. Purpose:

Grace's Love, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Grace's Love, Inc. as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between Grace's Love, Inc. and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management

employees have the responsibility of administering the affairs of Grace's Love, Inc. honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Grace's Love, Inc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Grace's Love, Inc. or knowledge gained there from for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

#### Section 2. Persons Concerned:

This statement is directed not only to directors and officers, but to all employees/future employees who can influence the actions of Grace's Love, Inc. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning Grace's Love, Inc.

#### Section 3. Areas In Which Conflict May Arise:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Grace's Love, Inc.
2. Persons and firms from whom Grace's Love, Inc. leases property and equipment.
3. Persons and firms with whom Grace's Love, Inc. is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting Grace's Love, Inc.
6. Agencies, organizations, and associations, which affect the operations of Grace's Love, Inc.
7. Family members, friends, and other employees.

#### Section 4. Nature Of Conflicting Interest:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Grace's Love, Inc.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Grace's Love, Inc.
3. Receiving remuneration for services with respect to individual transactions involving Grace's Love, Inc.
4. Using Grace's Love, Inc. time, personnel, equipment, supplies, or good will for other than Grace's Love, Inc. -approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with Grace's Love, Inc. Receipt of any gift is disapproved except gifts of a value less

than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

**Section 5. Interpretation Of This Statement Of Policy:**

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Grace's Love, Inc.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

**Section 6. Disclosure Policy And Procedure:**

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board president, (or if she or he is the one with the conflict, then to the board vice-president) who shall bring these matters to the [board or a duly constituted committee thereof].

The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Grace's Love, Inc. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of Grace's Love, Inc. and the advancement of its purpose.

## **ARTICLE VIII - 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 Bylaws were approved at a meeting of the Board of Directors of the 17<sup>th</sup> day of November, 2010.

The date of each amendment(s) adoption: NOVEMBER 16, 2010

Effective date if applicable: NOVEMBER 16, 2010  
*(date of adoption is required)*  
*(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 NOVEMBER 17, 2010

Signature Petula Celeste Burks  
(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)

PETULA C. BURKS  
(Typed or printed name of person signing)

PRESIDENT/CHAIRMAN BOARD OF DIRECTORS  
(Title of person signing)