

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Granite Apple Global Health Resources, Inc

DOCUMENT NUMBER: N08000006440

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

Please return all correspondence concerning this matter to the following:

Michael C Adams

(Name of Contact Person)

Granite Apple

(Firm/ Company)

PO Box 5218

(Address)

Navarre, FL 32566

(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael Adams

(Name of Contact Person)

at (303) 805-9692

(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

Articles of Amendment
to
Articles of Incorporation
of

Granite Apple Global Health Resources, Inc
(Name of Corporation as currently filed with the Florida Dept. of State)

N08000006440
(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 31 AM 10:35

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:

(not applicable)

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

(Attach additional sheets, if necessary)

Page 2 of 3

Amended

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

(Revised March 25, 2009 for 501(c)(3) Compliance and Application. This revision does not replace, delete, or alter the original, but amends the original State of Florida Articles of Incorporation. All amendments hereafter shall be attached at the end of this document, under the heading AMENDMENTS AND BY-LAWS and/or APPENDIX.)

ARTICLE I NAME

The name of the corporation shall be:

Granite Apple Global Health Resources, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

Street: 2010 Anchor Drive, Navarre, FL 32566

Mailing Address: PO Box 5218 Navarre, FL 32566

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

1. Provide charitable financial, material, and clinical assistance for the health needs of impoverished people and medical facilities around the world.
2. Provide charitable financial, material and educational assistance to impoverished medical facilities around the world with sustainable, renewable energy needs.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Founding Director, Michael Adams, is a permanent director and appoints two other permanent founding directors, Cam Donovan and Roxane Bischofberger. The remaining directors will be elected according to the rules set up by the Founding Directors.

The business of this organization shall be managed by a Board of Directors consist of [3] permanent members and [3-9] additional elected, non-permanent 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.

The non-permanent 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.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

A simple majority, but not less than [2], of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

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 year.

1
2 The President and Chief Executive Officer of the organization by virtue of his office shall be
3 Chairman of the Board of Directors.

4
5 The Board of Directors shall select from one of their members a secretary.

6
7 A non-permanent director may be removed when sufficient cause exists for such removal.
8 A permanent director may be removed by a unanimous vote by the remaining [2]
9 permanent directors. If a permanent director position is vacant, a two-third majority vote by
10 the non-permanent directors may substitute.

11
12 The Board of Directors may entertain charges against any director. A director may be
13 represented by counsel upon any removal hearing. The Board of Directors shall adopt such
14 rules for this hearing as it may in its discretion consider necessary for the best interests of
15 the organization.

16
17 The initial officers of the organization shall be as follows:

18 President and Chief Executive Officer: Michael C Adams
19 Vice President: Roxane Bischofberger
20 Secretary: Cam Donovan
21 Treasurer: Michael C Adams
22

23 The President shall preside at all membership meetings.

- 24 • He/She shall by virtue of his/her office be Chairman of the Board of Directors.
25 • He/She shall present at each annual meeting of the organization an annual report
26 of the work of the organization.
27 • He/She shall appoint all committees, temporary or permanent.
28 • He/She shall see all books, reports and certificates required by law are properly
29 kept or filed.
30 • He/She shall be one of the officers who may sign the checks or drafts of the
31 organization.
32 • He/She shall have such powers as may be reasonably construed as belonging to
33 the chief executive officer of any organization.
34

35 The Vice President shall in the event of the absence or inability of the President to
36 exercise his/her office become acting president of the organization with all the rights,
37 privileges and powers as if he/she had been the duly elected president.
38

39 The Secretary shall keep the minutes and records of the organization in appropriate
40 books.

- 41 • It shall be his/her duty to file any certificate required by any statute, federal or
42 state.
43 • He/She shall give and serve all notices to members of this organization.
44 • He/She shall be the official custodian of the records and seal of this organization.
45 • He/She may be one of the officers required to sign the checks and drafts of the
46 organization.
47 • He/She shall present to the membership at any meetings any communication
48 addressed to him/her as Secretary of the organization.
49 • He/She shall submit to the Board of Directors any communications which shall be
50 addressed to him/her as Secretary of the organization.
51 • He/She shall attend to all correspondence of the organization and shall exercise
52 all duties incident to the office of Secretary.
53

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

- He/She shall cause to be deposited in a regular business bank or trust company a cumulative account sum not exceeding \$100,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
- He/She must be one of the officers who shall co-sign checks or drafts of the Organization when the amount is equal or greater than \$5000.00, with the other signature belonging to the President.
- He/She shall sign checks or drafts less than \$5000.00 without a co-signer, as shall the President. No special fund may be set aside that shall make it unnecessary for the Treasurer to co-sign the checks issued upon it that equal or exceed \$5000.00.
- He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- He/She shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Michael C Adams, CEO, Founding Director (permanent): 2010 Anchor Dr., Navarre, FL 32566
Cam Donovan, Founding Director: 2533 Fernbank Dr., Charlotte, NC 28226
Roxane Bischofberger, Founding Director: 2241 Highway 306, Coldwater, MS 38618

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Michael C Adams
2010 Anchor Dr., Navarre, FL 32566

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Michael C Adams, 2010 Anchor Dr., Navarre FL 32566

Article VIII Dissolution

Dissolution of this organization may occur with the vote of no less than two-thirds majority of the entire Board. Upon the dissolution of this 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.

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.

Signature/Registered Agent Date – ON FILE (3/25/09)

Signature/Incorporator Date – ON FILE

Granite Apple Global Health Resources, Inc. Articles of Incorporation

AMENDMENTS AND BY-LAWS

Amendment I: Conflict of Interest Policy (August 15, 2008)

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Granite Apple Global Health Resources, Inc.) 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 II

Definitions

1. Interested Person

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.

2. Financial Interest

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 III

Procedures

1. 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.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the 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.

1 c. After exercising due diligence, the governing board or committee shall determine
2 whether the Organization can obtain with reasonable efforts a more advantageous
3 transaction or arrangement from a person or entity that would not give rise to a conflict of
4 interest.

5 d. If a more advantageous transaction or arrangement is not reasonably possible under
6 circumstances not producing a conflict of interest, the governing board or committee shall
7 determine by a majority vote of the disinterested directors whether the transaction or
8 arrangement is in the Organization's best interest, for its own benefit, and whether it is
9 fair and reasonable. In conformity with the above determination it shall make its decision
10 as to whether to enter into the transaction or arrangement.

11 **4. Violations of the Conflicts of Interest Policy**

12 a. If the governing board or committee has reasonable cause to believe a member has
13 failed to disclose actual or possible conflicts of interest, it shall inform the member of the
14 basis for such belief and afford the member an opportunity to explain the alleged failure
15 to disclose.

16 b. If, after hearing the member's response and after making further investigation as
17 warranted by the circumstances, the governing board or committee determines the
18 member has failed to disclose an actual or possible conflict of interest, it shall take
19 appropriate disciplinary and corrective action.

20 **Article IV**

21 **Records of Proceedings**

22 The minutes of the governing board and all committees with board delegated powers
23 shall contain:

24 a. The names of the persons who disclosed or otherwise were found to have a financial
25 interest in connection with an actual or possible conflict of interest, the nature of the
26 financial interest, any action taken to determine whether a conflict of interest was present,
27 and the governing board's or committee's decision as to whether a conflict of interest in
28 fact existed.

29 b. The names of the persons who were present for discussions and votes relating to the
30 transaction or arrangement, the content of the discussion, including any alternatives to
31 the proposed transaction or arrangement, and a record of any votes taken in connection
32 with the proceedings.

33 **Article V**

34 **Compensation**

35 a. A voting member of the governing board who receives compensation, directly or
36 indirectly, from the Organization for services is precluded from voting on matters
37 pertaining to that member's compensation.

38 b. A voting member of any committee whose jurisdiction includes compensation matters
39 and who receives compensation, directly or indirectly, from the Organization for services
40 is precluded from voting on matters pertaining to that member's compensation.

41 c. No voting member of the governing board or any committee whose jurisdiction
42 includes compensation matters and who receives compensation, directly or indirectly,
43 from the Organization, either individually or collectively, is prohibited from providing
44 information to any committee regarding compensation.

45 **Article VI**

46 **Annual Statements**

47 Each director, principal officer and member of a committee with governing board
48 delegated powers shall annually sign a statement which affirms such person:

49 a. Has received a copy of the conflicts of interest policy,

50 b. Has read and understands the policy,

51 c. Has agreed to comply with the policy, and

52 d. Understands the Organization is charitable and in order to maintain its federal tax
53 exemption it must engage primarily in activities which accomplish one or more of its tax-
54 exempt purposes.

55 **Article VII**

56 **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 VIII

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."

Amendment 2: Revision in Permanency of Board Members (March 18, 2009)

Pertaining to Article IV *Manner of Election* (page 1, line 25), in order to conform to *Section 1.501(c)(3)-1(d)(1)(ii) of the federal Income Tax Regulations* the Board of Directors restates that this organization serves at the public interest for public purposes. Consequently, there shall be no "permanent" or "non-permanent" Directors or Board Members. Rather, Board Members and Directors will serve two (2) year terms, as determined by the voting members of the Board. Per the two-thirds (see page 2, line 7) majority vote of the Board, a member may serve more than one term. Two-thirds majority is also required to remove a member. Election dates and cycles will be set by the Board, but not to exceed the two year term limit of a member.

Amendment 3: Revision of Purpose (March 18, 2009)

Article III (page 1, line 18) is amended to add a third category:

"The purposes for which the corporation is organized is exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

Article III (page 1, line 18) is amended to add a forth category:

"Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the State or local government for exclusive public purpose."

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.

Signature/Registered Agent Date – ON FILE (3/25/09)

Signature/Incorporator Date – ON FILE


The date of each amendment(s) adoption: March 25, 2009 ; August 15, 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(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 March 27, 2009

Signature 
(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)

Michael C Adams
(Typed or printed name of person signing)

Board Chairperson
(Title of person signing)