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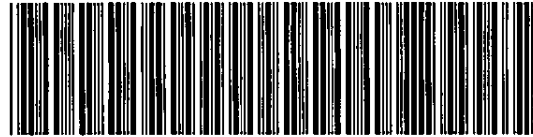
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TALLAHASSEE, FLORIDA

**C. LEWIS**  
APR 21, 2014  
**EXAMINER**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GLENWOOD WORKING PARTNERSHIP, INC.

**DOCUMENT NUMBER:** N08000007735

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

Please return all correspondence concerning this matter to the following:

William C. Swift

(Name of Contact Person)

Glenwood Working Partnership, Inc.

(Firm/ Company)

1505 Dunnett Court

(Address)

Lynn Haven, Florida 32444-5435

(City/ State and Zip Code)

Wswift316@gmail.com

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

For further information concerning this matter, please call:

William C. Swift

(Name of Contact Person)

at

(410) 499-5908

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 17, 2014

WILLIAM C. SWIFT / GLENWOOD WORKING PARTNERSHIP INC  
1505 DUNNETT COURT  
LYNN HAVEN, FL 32444-5435 US

SUBJECT: GLENWOOD WORKING PARTNERSHIP, INC.  
Ref. Number: N08000007735

We have received your document for GLENWOOD WORKING PARTNERSHIP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 414A00008286

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLENWOOD WORKING PARTNERSHIP, INC.  
A Florida Not-For-Profit Corporation

APPROVED  
AND  
FILED  
14 APR 18 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the formation of a not-for-profit corporation:

ARTICLE I - NAME

The name of this not-for-profit corporation is Glenwood Working Partnership, Inc., ("Glenwood").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The street address of the principal place of business and mailing address of the Corporation is: 1505 Dunnett Court Lynn Haven, Florida, 32444.

ARTICLE III - SPECIFIC PURPOSE

The purpose for which the Corporation is organized is to be advisory to the Panama City Community Redevelopment Agency and the Panama City Commission on matters affecting the growth, well-being, development, and safety of the neighborhood;

To promote and enhance the economic vitality and quality of life of the community, to preserve and enhance its character, and prevent its deterioration;

To engage in economic activities in development of Low and moderate income housing;

To advance Parks and Recreation within the Greater Glenwood neighborhood as provided for in the City Guidelines;

To encourage development small and moderate sized businesses serving the needs of the Greater Glenwood neighborhood;

To rehabilitate the negative perception of the neighborhood through improved public safety programs;

To improve public safety through street lighting, sidewalks, curbs and gutters, paved streets;

To engage in fundraising through Grantsmanship with Federal, State, Local agencies as well as Private and Public Foundations and Venture Capitalists;

To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

To, do any and all lawful activities necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association. Trusts, institution, foundations, or governmental bureaus, departments or agencies;

All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any United States Internal Revenue law.

Specifically; the corporation shall exist to:

- A. Revitalize Glenwood through cooperation of the Panama City CRA
- B. Educate citizens and visitors about the history of Glenwood.
- C. Preserve the historic nature of the area
- D. Program public buildings and spaces in Glenwood
- E. Promote to the public the cultural heritage of the area
- F. Advocate for public & private partnerships for reinvestment in Glenwood
- G. To Eliminate slum & blight conditions.

#### ARTICLE IV - BOARD OF DIRECTORS

The number of directors shall not be less than three (3) nor more than nine (9). The number of directors shall always be an odd number within the range of directors permitted, i.e., 1, 3, 5, 7 or 9.

**NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

## **ARTICLE V - MANAGEMENT OF CORPORATE**

### **AFFAIRS**

**The affairs of the Corporation shall be managed by the Board of Directors. A majority vote of the members of the Board shall control in all instances. The initial Board of Directors shall serve for a term of one (1) year. The names and addresses of the initial directors are:**

<b>Reverend Rufus Wood, Jr.</b>	<b>1911 East 10<sup>th</sup> Street Panama City, FL 32401</b>
<b>Matthew Shack</b>	<b>1040 East 7<sup>th</sup> Court Panama City, FL 32401</b>
<b>William C. Swift</b>	<b>1505 Dunnett Ct. Lynn Haven, FL 32444</b>
<b>Samuel T. Jackson, Jr.</b>	<b>1008 E. 13th Ct. Panama City, FL 32401</b>
<b>LaTrecia Doyle</b>	<b>1207 Stephen Dr. Panama City FL 32404</b>
<b>Kenneth Brown</b>	<b>1014 Mercedes Ave. Panama City FL 32401</b>
<b>Lady James-Reynolds</b>	<b>2175 Frankford Ave. l102 Panama City, Fl. 32405</b>

**After three years, the Directors shall be elected by a majority vote of the Members of the Corporation who are in good standing, for a term of one (1) year, at the annual meeting of the Corporation which shall be held on the third Thursday in January of each year at a time and place designated by the Directors. All Directors shall serve for the term of their office and until their successors are elected and assume responsibility for their office. The Board of Directors may designate someone to serve as administrator of the Corporation. Initially, Anderson Edwards shall serve in this position, upon such terms and conditions as approved by the Board.**

#### **ARTICLE VI - REGISTERED AGENT**

**The name and Florida Street address of the Registered Agent is:**

**William C. Swift  
1505 Dunnett Court  
Lynn Haven, Florida 32444**

#### **ARTICLE VII - INCORPORATOR**

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

**William C. Swift  
1505 Dunnett Court  
Lynn Haven, Florida 32444**

#### **ARTICLE VIII - MEMBERSHIP**

**Membership qualifications shall be established by the Board of Directors. The Directors shall have the right to limit the number of members and to fix membership fees or dues. Admission of members shall be by majority vote of the Directors.**

#### **ARTICLE IX - OFFICERS**

**The Corporation shall have a President, a Vice President, a Secretary and Treasurer. The officers and directors shall be appointed by a majority vote of the Board of Directors. Officers may hold more than one office. The initial officers of this Corporation are:**

**Matthew Shack**

**1040 East 7<sup>th</sup> Court**

**Panama City, FL 32401**

**William C. Swift  
1505 Dunnett Ct.  
Lynn Haven, FL 32444**

**President**

**Samuel T. Jackson, Jr.  
1008 E. 13th Ct.  
Panama City, FL 32401**

**Vice President**

**LaTrecia Doyle  
1207 Stephen Dr.  
Panama City, FL 32404**

**Secretary**

**Lady James-Reynolds  
2175 Frankford Ave. L102**

**Treasurer**

**Panama City, Fl. 32405**

**Kenneth Brown  
1014 Mercedes Ave.  
Panama City, FL 32401**

**Past President**

**The officers shall serve until the next annual meeting, at which time the Board of Directors shall appoint officers to succeed those whose terms have expired.**

#### **ARTICLE X - BY-LAWS**

**The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Board of Directors.**

#### **ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION**

**The Board of Directors must approve any amendment to these Articles of Incorporation. No action other than that of the Board is required to amend these Articles.**

#### **ARTICLE XII - DURATION**

**The period of duration is perpetual unless the Corporation is dissolved according to law.**

#### **ARTICLE XIII - CAPITAL STOCK**

**The Corporation shall have no stock and is not authorized to issue capital stock.**

#### **ARTICLE XIV - INCOME**

**The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 34944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.**

#### **ARTICLE XV**

**The internal affairs of the Corporation shall be governed by the provisions contained in the Corporations' Bylaws. The Corporation shall be managed by the Chairman of the Corporations' Board of Directors, who shall be responsible for the day-to-day operation of the Corporation.**

**Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any**



prior or future law, or to the federal, state, or local government exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**Glenwood Working Partnership, Inc.**

**CONFLICT OF INTEREST POLICY**

**Adopted on: 4/2/2014**

**I**

**Purpose**

The purpose of the conflict of interest policy is to protect the Glenwood Working Partnership (the "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 other person listed below) or might result in a possible excess benefit transaction. This conflict of interest policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**II Definitions**

**1. Interested Person**

Any director, officer, manager, key employee, 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. A person who has a financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists.

### **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 meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board 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 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. If the governing board determines that there is no conflict of interest, the transaction or arrangement is not subject to the remaining procedures c. through e. outlined in this Section 3. If the governing board determines that there is a conflict of interest, the governing board shall follow the procedures outlined in paragraphs c. through e. of this Section 3.

c. The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

d. After exercising due diligence, the governing board 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.

e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board 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.

**4. Violations of the Conflict of Interest Policy**

- a. If the governing board 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 determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**IV Records of Proceedings**

The minutes of the governing board 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.

**V 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.

**VI Annual Statements**

Each interested person shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy.
- b. Has read and understands the conflict of interest policy,
- c. Has agreed to comply with the conflict of interest 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.

In addition, on such statement, each interested persons shall disclose or update his or her interests that could give rise to a conflict of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations and those of family members.

#### **VII 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, regular and consistent reviews (at least annually) shall be conducted. The 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 investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c. Whether the governing board and all committees with board delegated powers are properly implementing this conflict of interest policy.
- d. Whether any improvements should be made to this conflict of interest policy.

#### **VIII Use of Outside Experts**

When complying with this conflict of interest policy, 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 under this conflict of interest policy.

William F. Samp

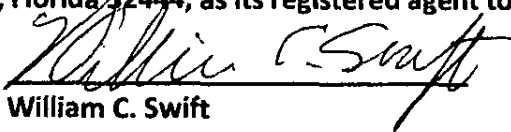
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COUNTY OF BAY )

 TYLER B. RICH  
Notary Public - State of Florida  
My Comm. Expires Jul 14, 2017  
Commission # FF 035867

Jyl B. R. l

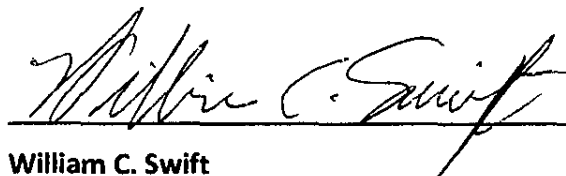
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**State of Florida at Large**

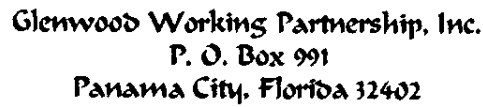
**CERTIFICATE DESIGNATING REGISTERED AGENT** In compliance with Chapter  
48.091, Florida Statutes, Glenwood Working Partnership, Inc., desiring to organize under  
the laws of the State of Florida, has designated William C. Swift 1505 Dunnett Court Lynn  
Haven, Florida 32444, as its registered agent to accept service of process within this state.

  
William C. Swift

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at  
the place designated in this certificate, I hereby accept said appointment and agree to comply  
with the provisions of said act relative to keeping open said office.

  
William C. Swift

[illegible]

Sign In Sheet

04/02/2014

1. William Swift WSWIFT316@gmail.com
2. \_\_\_\_\_
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APPROVED  
AND  
FILED

14 APR 18 AM 8:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Glenwood Working Partnership, Inc.  
P. O. Box 991  
Panama City, Florida 32402

**Certificate of Adoption of Amended and Restated Articles**

On April 2, 2014 the Board of Directors and the General Membership met to approve the Amended and Restated Articles of Incorporation for the Glenwood Working Partnership.

The requisite number of votes cast for the amendment was sufficient for approval.

William C. Swift,

Chairman