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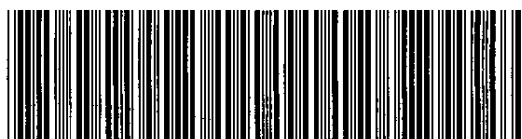
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Amended

2009 MAR -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KIDS CAN FIGHT BACK

DOCUMENT NUMBER: NO8000010010

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

Please return all correspondence concerning this matter to the following:

BINNIE N. WILLIAMS
(Name of Contact Person)

KIDS CAN FIGHT BACK
(Firm/ Company)

208 28TH ST. CT. N.W.
(Address)

BRADENTON FL 34205
(City/ State and Zip Code)

For further information concerning this matter, please call:

BINNIE N. WILLIAMS at (941) 747-1834
(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:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

KIDS CAN FIGHT BACK INC.

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

NO8000010010

(Document Number of Corporation (if known))

FILED
2009 MAR -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NA

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)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

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:

NA

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.

NA

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

SEE ATTACHED SHEETS WHICH INCLUDES
AMENDMENTS.

Bylaws Adopted: October 23, 2008

Amendments Adopted: February 5, 2009

Kids Can Fight Back – Purpose:

Vision: Our purpose is to produce materials that will eliminate the molestation of children.

BYLAWS FOR Kids Can Fight Back. ^{inc.} (Thanks to Minnesota Council of Nonprofits)

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be **Kids Can Fight Back** ^{inc.}

Section 2: Kids Can Fight Back was formed to produce educational materials that teach all children how to protect themselves from predators by teaching them how to think independently, recognize danger, and know what to do when danger occurs, and to produce materials that teach parents how to teach their children, as well as materials for use by teachers.

AMENDMENT TO ARTICLES OF INCORPORATION

Amendment 1: Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II - MEMBERSHIP

Section 1: Application for voting membership shall be open to any person that supports the purpose statement in Article 1, Section 2, and continuing membership is contingent upon being up-to-date on membership meetings.

Section 2: Membership shall be granted upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the membership of any person..

Section 3: Each voting member of Kids Can Fight Back shall have one vote at the annual meeting.

meeting.

- Section 4: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

- 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 Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.
- 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, Composition.** The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the organization's Project Director and committees. The Board shall have up to twenty-one, and no fewer than twelve, members. The board receives no compensation.

AMENDMENT TO ARTICLES OF INCORPORATION

Amendment 2: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private purposes, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- Section 2: **Meetings.** The Board shall meet at least quarterly, at an agreed upon time and place.

- Section 3: Board Elections. Up to fourteen Board members shall be elected by the vote of the existing Board Members..
- Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board to represent diverse aspects of the community. The Board Development Committee shall have three board members, with the Project Director as an ex-officio committee member. Committee members shall serve two year terms. The Board Development Committee shall be responsible for developing nominees for board elections.
- Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives equal to one and a half times the number of elected member representatives to be chosen each year, seeking to preserve the diversity and balance necessary to enable the **Kids Can Fight Back** to provide policy guidance on the broad spectrum of nonprofit issues in this community.
- Section 6: At-Large Board Members. The twelve Board members elected at the annual meeting shall recruit and elect up to seven additional people from the community to serve as at-large members of the Board. At-large members should represent diverse interests of the community
- Section 7: Terms. All Board members shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than two two-year terms. The first Board will include members with two-year terms and begin to implement staggered terms.
- Section 8: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.
- Section 9: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.
- Section 10: Officers and Duties. There shall be five officers of the Board consisting of a Chair, a first Vice-Chair, a second Vice-Chair, Secretary, and Treasurer. The officers shall be elected by the Board at the November Board Meeting after the at-large members are seated. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-Chair, second Vice-Chair, Secretary and Treasurer.

The **Vice-Chair** will chair committees on special subjects as designated by the board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, be a co-signer of checks, assist in the preparation of the budget,

members and the public.

- Section 11: 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
- Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. The fourteen representative Board members must represent diverse sections of the community. A Board member shall be dropped for excess absences from the Board if he or she 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 13: 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.
- Section 14. The Board may set dues schedules for memberships.

ARTICLE V - COMMITTEES

- Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be two standing committees - Executive, and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.
- Section 2: The five officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Project Director. 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 Treasurer is chair of the Finance Committee, which should include two 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. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.
- Section 4: Hiring Policy. The Board as a whole is responsible for hiring any staff if the money becomes available. The Project Director is responsible for hiring and supervising staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

ARTICLE VI - DIRECTOR AND STAFF

Section 1: Project Director. The Project Director is hired by the Board if money becomes available. The Project Director has day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Project Director will attend all Board meetings, report on progress of the project, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VII - 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.

ARTICLE VIII – DISSOLUTION

Section 1: In the event that this organization may be dissolved, and there is money in the Treasury, it shall be given to the Salvation Army for distribution.

AMENDMENT TO ARTICLES OF INCORPORATION

Amendment 3: Upon the dissolution of the 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of each amendment(s) adoption: AMENDMENT 1, 2 & 3 - FEB 5, 2009

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 2/24/2009

Signature Binnie N. Williams
(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)

BINNIE N. WILLIAMS
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)