

1109000000200

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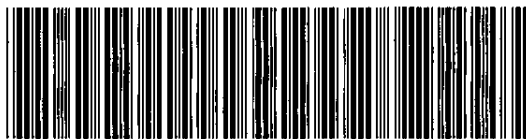
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

[Handwritten signature]
2/12/10
K

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FOUCH, INC.

DOCUMENT NUMBER: N09000000200

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

Please return all correspondence concerning this matter to the following:

ELIERE LIBERISTE

(Name of Contact Person)

FOUCH, INC.

(Firm/ Company)

101 BLUERIDGE DRIVE

(Address)

NAPLES, FLORIDA 34112

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

ELIERE LIBERISTE

(Name of Contact Person)

at (239) 465-8027

(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

FOCUCH, INC.

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

N09000000200

(Document Number of Corporation (if known))

APPROVED
AND
FILED
10 FEB 11 PM 3:42
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:

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)

101 BLUERIDGE DRIVE

NAPLES, FLORIDA 34112

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

101 BLUERIDGE DRIVE

NAPLES, FLORIDA 34112

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

Added Article 18: Conflict of Interest Policy (please see the attached policy)

[illegible]

FOCUCH, INC

Conflict of Interest Policy

A conflict of interest exists when the personal and professional interests of a board member or committee member of the Corporation affect his or her ability to be objective. As board members or officers are likely to be affiliated with many organizations in their communities, both on a professional and personal basis, it is not unusual for actual or potential conflict of interests to arise. This policy defines how the Corporation interprets conflict of interest and what steps are expected to be taken to deal with such conflicts when they occur.

It is expected that no board member, officer or committee member shall use his or her position, or knowledge gained there from such a manner that a conflict arises between the interest of the Corporation and any of its affiliates and his or her personal or professional interests. Each board member or advisory committee member has the duty to place the interests of the Corporation foremost in any dealings on behalf of the organization, and has a continuing responsibility to comply with this policy.

In order to comply with this policy, it is expected that:

- If a board or committee member has any interest in a proposed transaction with the Corporation in the form of a significant personal or organizational financial interest in the transaction or holds a position as trustee, director, officer, or employee in such organization, he or she must fully disclose of such interest before any discussion or negotiation of such transaction.
- Any board or committee member who has a potential conflict of interest with respect to any matter coming before the board or committee shall not participate in any discussion of or vote in connection with the matter unless invited to respond to questions or provide factual information by the board or committee chair. Board members should disclose, in writing, any affiliation with another organization and refrain from voting.
- Any board or committee member who gains privileged information by virtue of his or her role as a board or committee member shall not use that privileged information for personal or professional gain.
- This policy shall be distributed annually to board or committee members. A signature in the designated space at the bottom of this conflict of interest policy will indicate the board or committee member's agreement to abide by this policy to the best of his or her ability.

Board of Director Signature

Committee Member Signature

President of FOCUCH, Inc. Signature

Secretary of FOCUCH, Inc. Signature

The date of each amendment(s) adoption: February 5, 2010

Effective date if applicable: February 5, 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 2/5/10

Signature Elie Libériste
(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)

ELIERE LIBERISTE
(Typed or printed name of person signing)

President
(Title of person signing)

Articles of Incorporation

For

FOCUCH, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby from a non profit Corporation under Chapter 617 of the Florida Statutes.

Article 1 – Name

The name of the Corporation is FOCUCH INC. (hereinafter “Corporation”).

Article 2 – Purpose of Corporation

The Corporation 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 the corresponding section of any future federal tax code.

Article 3 – Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit 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 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) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of 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 tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4 – Directors

The Directors shall be elected by a majority vote of the Members of this Corporation. The directors of the Corporation shall be:

Eliere Libertiste
Abanes Nicolas
Clairvoyant Dume

whose mailing address shall be the same as the principal address of the Corporation.

Article 5 – Principal Office

The address of the principal office of this Corporation is 101 Blueridge Drive, Naples, Florida 34112 and the mailing address is the same.

Article 6 – Incorporator

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22nd Street, 4th Floor
Miami, Florida 33145

Article 7 – Officers

The officers shall be elected by a majority vote of the Directors of this Corporation. The Officers of the Corporation shall be:

President:	Eliere Liberiste
Secretary:	Abanese Nicolas
Treasurer:	Clairvoyant Dume

whose mailing address shall be the same as the principal address of the Corporation.

Article 8 – Term of Existence

This Corporation shall have perpetual existence.

Article 9 – Capital Stock

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

Article 10 – Qualifications of Membership

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation.

Article 11 – Voting Rights

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

Article 12 – Liabilities for Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

Article 13 – Registered Office and Registered Agent

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

Article 14 – Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 15 – Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article 16 – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director 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 proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employees or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, 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 pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, 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 references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained 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 was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to

indemnify of advance expenses to any such person by contract or in any other matter. 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 affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include their heirs, estates, executors, administrators and personal representatives of such persons.

Article 17 – Dissolution

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 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

Article 18 – Conflict of Interest

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- Any board or committee member who has a potential conflict of interest with respect to any matter coming before the board or committee shall not participate in any discussion of or vote in connection with the matter unless invited to respond to questions or provide factual information by the board or committee chair. Board members should disclose, in writing, any affiliation with another organization and refrain from voting.

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- Any board or committee member who gains privileged information by virtue of his or her role as a board or committee member shall not use that privileged information for personal or professional gain.
 - This policy shall be distributed annually to board or committee members. A signature in the designated space at the bottom of this conflict of interest policy will indicate the board or committee member's agreement to abide by this policy to the best of his or her ability.

Amended: February 5, 2010
Address of Corporation
Added Conflict of Interest