

NO90000003202

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(Address)

(City/State/Zip/Phone #)

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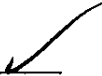
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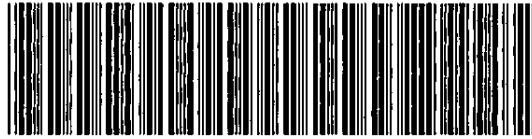


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DIVISION OF CORPORATIONS  
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T. Roberts NOV 13 2009

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Bread For Life Ministries Inc.

**DOCUMENT NUMBER:** N09000003202

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

Please return all correspondence concerning this matter to the following:

Deveral Webley

(Name of Contact Person)

Bread For Life Ministries Inc.

(Firm/ Company)

PO Box 418

(Address)

Avon Park FL 33826

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Deveral Webley

(Name of Contact Person)

at ( 954 ) 258-6072

(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 NOV 10 PM 3:56

Bread For Life Ministries Inc.

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

N09000003202

(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**)

2523 US HWY 27 S Unit 10

Avon Park FL

33825

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

PO Box 418

Avon Park FL

33826

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

ARTICLE II Principal Office (see attachments) \_\_\_\_\_

ARTICLE III Purpose (see attachments) \_\_\_\_\_

ARTICLE IV Income (see attachments) \_\_\_\_\_

ARTICLE V Dissolution of corporation (see attachments) \_\_\_\_\_

ARTICLE VI Membership (see attachments) \_\_\_\_\_

ARTICLE VII Compensation (see attachments) \_\_\_\_\_

ARTICLE VIII Indemnification (see attachments) \_\_\_\_\_

ARTICLE IX Ordination (see attachments) \_\_\_\_\_

ARTICLE X Conflict of Interest (see attachments) \_\_\_\_\_

ARTICLE XI Manner of Elections (see attachments) \_\_\_\_\_

ARTICLE XII Initial Directors and / or Officers (see attachments) \_\_\_\_\_

ARTICLE XIII Initial registered agent and street address (see attachments) \_\_\_\_\_

ARTICLE XIV Incorporator (see attachments) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: 04/20/2009  
(date of adoption is required)

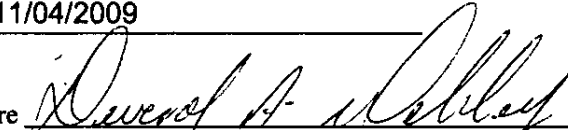
Effective date if applicable: 04/24/2009  
(no more than 90 days after amendment file date)

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 11/04/2009

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)

Deveral Webley  
(Typed or printed name of person signing)

Pastor / D  
(Title of person signing)

ARTICLES OF ~~AMENDMENT TO~~ ARTICLES OF INCORPORATION OF  
In Compliance with Chapter 617, F.S., (Not for Profit) **BREAD FOR LIFE MINISTRIES**  
INC.

**ARTICLE I NAME**

The name of the corporation shall be

Bread For Life Ministries Inc.

**ARTICLE II PRINCIPAL OFFICE**

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

2523 US HWY 27 S Unit 10

Avon Park FL

33825

**Mailing Address:** PO Box 418 Avon Park FL. 33826

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

This corporation is formed as a religious organization, to perform charitable and Christian educational activities. This entity is organized as a church to teach and preach the unadulterated word of God, so that anyone can understand God's plan for their lives. The corporation shall at all time operate as a nonprofit organization for religious and charitable purposes within the guidelines of Section 501(c)(3) of the internal Revenue code. This organization shall not carry on any activity not permitted to be carried on by an organization exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code. The Bread For Life Ministries Inc. reserve the right to exercise its power to acquire, either by gift or purchase, and to hold, own, sell, mortgage or encumber in any manner, lease and improve real estate and personal property for itself and others either as trustee or otherwise, as the corporation shall require and not for monetary profit but to support its mission.

**ARTICLE IV INCOME**

All revenue and income received from the conduct of this ministry is to be used and employed in religious, educational, benevolent and missionary work. No part of the net earnings of the Church shall be used to the benefit of or be distributed to its members, trustees, officers, or other private persons. The exception is that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes of this ministry.

**ARTICLE V DISSOLUTION OF CORPORATION**

In the event of dissolution of the Church, the Directors shall, after paying or making provision for payment of all liabilities of the Church, dispose of all of the assets of the Church for exempt purposes described in section 501 (c) (3), or to the federal government or to a state or local government for a public purpose.

**ARTICLE VI MEMBERSHIP**

**Qualification:** Anyone who has accepted Jesus Christ as their Lord and Savior, been

baptized by immersion is agreement with the confession of faith outlined by this ministry is eligible for membership.

**Admission:** Anyone desiring to be a member should attend the bible study and Sunday morning services for a while, asking the Holy Spirit if this is where He wants them to exercise their gifts. They should familiarize themselves with the articles of incorporation and especially the doctrinal statements and the church creed. Then finally they will attend a new membership class and upon graduation membership will be granted.

#### **ARTICLE VII 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.
- d. All compensation will be voted on by the board of directors to exclude any directors that are being compensated. Accessibility to the corporate funds are limited to the treasurer and assistant treasurer. They cannot compensate themselves or any other individuals without a majority vote by the board of directors.

#### **ARTICLE VIII INDEMNIFICATION**

Every, Director, Administrator, Officer, Elder, Deacon and Minister of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of proceeding in which he or she may be a part, or to which he or she may become involved by reasons of his or her being or having been operating in any of the offices above for the purpose of this organization outlined in Article III, excluding illegal acts or grossly negligent conduct, at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Elder, Administrator, Officer, Deacon or Minister may be entitled.

#### **ARTICLE IX ORDINATION**

Anyone desiring to preach or teach the word of God may make their request known to the Pastor or Assistant Pastor. The directors will thoroughly examine such applicants for ordination as to their salvation, Christian life and experience, doctrine, education, and character. Then through prayer and seeking the directions of God then the applicants desire will be forwarded to Bishop Michael R Williams to perform the ordination.

## **ARTICLE X CONFLICT OF INTEREST**

### **Article I**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (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 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.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.]

##### **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.

c. After exercising due diligence, the governing board or committee 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee 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 Conflicts of Interest Policy**

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

## **Article IV**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers 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.

## **Article 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.
- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

## **Article VI**

### **Annual Statements**

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

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

## **Article VII**

### **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.

### **ARTICLE XI MANNER OF ELECTIONS**

The manner in which the directors are elected or appointed:

**Directors are appointed by majority vote from the founders of the Corporation.**

### **ARTICLE XII INITIAL DIRECTORS AND/OR OFFICERS**

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

Title: D

Deveral A. Webley  
P.O. Box 254  
Avon Park Fl 33826

Title: D

Willie C. Olds  
5406 Shad Dr.  
Sebring Fl 33870

Title: D

Donna M Webley  
P.O. Box 254  
Avon Park Fl 33826

Title: D

Valerie T Olds  
5406 Shad Dr  
Sebring Fl 33870

### **ARTICLE XIII INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Deveral Webley  
2245 S Sayers Rd  
Avon Park Fl. 33825

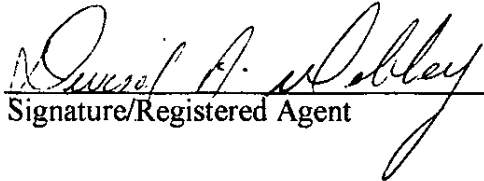
**ARTICLE XIV INCORPORATOR**

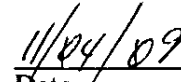
The **name and address** of the Incorporator is:

Deveral Webley  
2245 S Sayers Rd.  
Avon Park FL 33825

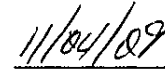
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date