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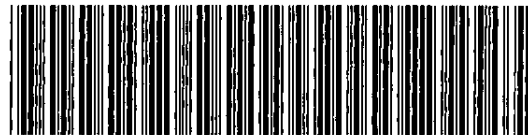
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Florida Department of State
Attn: Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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JUL 14, 2011
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RE: 360 ESAH FOUNDATION INC. Document #N10000002497

Dear Carol Mustain:

This correspondence is written in regards to the above stated matter and to notify your offices of potential illegal and/or non-authoritative practices by several estranged persons that have recently been removed and/or have resigned from the 360 ESAH Foundation Inc. (hereinafter "360 ESAH"). After being notified by our banking institution and U.S. Postal Services of attempts to make wrongful and/or illegal amendments to our companies records we wanted to advise your office on several important matters that may be attempted by third parties no longer affiliated with our organization and request your enforce thereof.

This letter is to advise your office that **no other person(s) is authorized to amend or make any changes on behalf 360 ESAH Document #N10000002497 or it's affiliated companies with the Department of State-Division of Corporations, or any Divisions under your authority; other than by the Chairman of the Board Mr. Don Fryson or our current Board Members** This request is submitted pursuant to 360 ESAH's By-Laws Article 3, §3.1 Management & Article 4, §4.1 General Provisions, as enclosed herein.

The Amendment filed by Mr. Don Fryson, Chairman & Founder, on July 8, 2011, and effectuated by your office on July 12, 2011, accurately reflects the needed changes to the company pursuant to removal and/or resignations of several individuals as noted herein. **Again, any other changes, amendments, or correspondences should only be entertained if coming from Mr. Don Fryson, Mr. Omar Warren, Mr. Keith Gooden or myself, Shannon Ligon.**

The By-laws as enclosed, were reviewed and voted by the Board of Directors and executed on November 12, 2009. Article 3, §3.1 provides, "[s]ubject to these by-laws, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all powers that may be exercised or performed by the corporation."

Article 4, §4.1, in regards to Officer removal specifically states, "[e]ach officer shall serve such office until removed by the Board of directors or until resignation of such office by the officer."

The Board of Directors voted to remove former President, Mr. Frank Streety in a Board meeting held at the corporate offices in March 2011. Additionally, the following 360 ESAH Officers and/or staff have also been removed and/or have resigned. They include: Mr. Frank Streety, Ms. Michelle Carlos, Mr. Paul Knight and Mrs. Wanda Knight.

Should any of these former persons or any third parties attempt to make any changes; it is hereby advised that no amendments are to take place. Additionally, we respectfully request you immediately contact our offices at 407.210.3906 or Mr. Don Fryson at 407.591.0050 or via email at dfryson@360esah.org or the undersigned via email at SLigon@360entertainmentcorp.com or anytime at 727.481.8715.

We thank you for your time and understanding on these matters as we strive to protect our interests and carry out our mission "to positively impact the lives of children worldwide, utilizing the influence of Education, Sports, the Arts, Health and wellness, thereby strengthening our communities." Should you have any questions please do not hesitate to contact me at the information herein.

NOTARY

In witness thereof, I have hereunto set my hand and seal this 14th day of July, 2011.

Signed, sealed, and delivered in the presence of Donald Leray Fryson

X Donald Leray Fryson

- SEAL -



Jennifer Moreno

NOTARY'S PRINTED NAME ☐

DATE

Jennifer Moreno
NOTARY'S SIGNATURE

☐ Personally Know

☒ Identification Produced Type: FLDL F625192611410 Exp. 4-21-19

Respectfully Submitted,

Mr. Don Fryson, Chairman & Founder, 360 ESAH Foundation Inc. and
360 Business Group, LLC and

S. Ligon

Shannon A. Ligon, Esquire
Chief Legal Officer
360 Business Group, LLC
360 ESAH Foundation Inc.

/Enclosures

360 ESAH Foundation

By-Laws

Article 1

Name

The name of the organization is: 360 ESAH Foundation Inc.
(Hereinafter referred to as "the corporation")

Article 2

Offices

The corporation shall at all times maintain a registered office in the State of Florida and a registered agent at that address but may have other offices at a different physical location in or out of the State of Florida as the Board of Directors may determine.

Article 3

Directors

3.1 **Management:** Subject to these by-laws, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the corporation.

3.2 **Number of Directors:** The Board of Directors shall consist of not less than three (3) and no more than twenty (20) Directors, the exact number to be determined annually by the then serving Directors. Directors shall be elected annually at each annual meeting of the Board of Directors and shall serve for a term of five years and until their successors are elected. The Board of Directors shall from time to time elect a Chairman of the Board of Directors to lead all meetings of the Board of Directors and to otherwise act as provided herein. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of the majority of the Directors present at the meeting. A Director may resign his or her appointment at any time by written notice to the then Board Chairman. A Director may be removed, with or without cause, upon the vote of a majority of the Directors in favor of such removal.

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3.3 Vacancies: The other, then serving, Directors may fill the place of any Director which becomes vacant prior to the expiration of his other term, such appointment to continue until the expiration of the term of the Director whose place has become vacant or may fill any directorship created by reason of an increase in the number of directors, such appointment to continue for a term of office until the next election of directors and until the election and qualification of the successor.

3.4 Meetings: The Directors shall meet quarterly, at such times and places and on such a date as the Board Chairman shall determine from time to time and as shall be specified in the notice of the meeting. Special meetings of the Directors may be called at any time by the Board Chairman or by any two (2) Directors, on no less than five (5) business days written notice to each Director, whose notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by an instrument in writing executed before or after the meeting. Directors may attend and participate in meetings either in person or by means of a telephone conference call or any similar means by which all of the persons participating in the meeting can hear each other, and participation in a meeting by means of such communication equipment shall constitute presence in person at any meeting. Attendance in person at such meeting shall constitute a waiver of notice hereof.

3.5 Place: Meetings may take place inside or outside the State of Florida.

3.6 Action in Lieu of Meeting: Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and any further requirements of law pertaining to such consents have been deemed complied with.

3.7 Compensation: Directors will not be compensated for services rendered as Directors each Director shall act on a volunteer status for the term that he/she remains in such capacity.

Article 4

Officers

4.1 General Provisions: The officers of the Corporation shall consist of a President, a Secretary and a Treasurer who shall be directed by the Board of Directors, and such, other officers as may be directed by the Board of Directors or appointed as provided for in these By-Laws. Each officer shall serve such office until removed by the Board of directors or until the resignation of such office by the officer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 President: The President shall be the chief executive officer of the Corporation and shall have general active management operation of the Corporation. The President

shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and the general and active management of the financial affairs of the Corporation, and shall execute any and all contracts on behalf of the Corporation.

4.3 Secretary: The Secretary shall keep minutes of all meetings of the directors and have charge of the minute book and seal of the Corporation and shall perform such other duties and have other such powers as may from time to time be delegated to him or her by the President or the Board of Directors.

4.4 Treasurer: The Treasurer shall be charged with the management of the financial affairs of the Corporation, shall have the power to recommend action concerning the corporations affair to the President, and shall perform other such duties and have such other powers as may from time to time be delegated to him or her by the President or the Board of Directors. The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its receipts and disbursements, and shall report of the same to the annual meeting of the Directors or at any special meeting called if asked to report the same.

4.5 Assistant Secretaries and Treasurers: Assistants to the Secretary and Treasurer may be appointed by the President or elected by the Board of Directors and shall perform such duties and have such other powers as may from time to time be delegated to him or her by the President or the Board of Directors.

4.6 Vice Presidents: The Corporation may have one or more Vice Presidents, elected by the Board of Directors, who shall perform such duties and have such powers as may be designated by the President or the Board of Directors.

Article 5

Seal

The seal of the Corporation shall be in such form as the Board of Directors may from time too time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by the Secretary or by the Secretary's assistants on appropriate papers.

Article 6

Amendment

These By-Laws may be amended by the majority vote of the Board of Directors of the corporation.

Article 7 Indemnification

7.1 Director Indemnification: The Corporation shall indemnify its directors and shall provide advances for expenses incurred by any of them in connection with any proceeding, to fullest extent allowed under the Florida Nonprofit Corporation Code or similar governing law as it exists now or hereafter may be amended, and under other applicable law. Such indemnification and expenses shall be made in accordance with applicable law, as it exists now and hereafter may be amended, and subject to the conditions and limitations provided therein, including without limitations, any condition that the Director to be indemnified or provided advances for expenses has met applicable standards of conduct.

7.2 Officer and Employee indemnification: The Corporation shall indemnify its officers, employees and agents, and shall provide advances for expenses incurred by any of them in connection with any proceeding, to the fullest extent allowed with respect to directors of the Corporation under applicable law as it exists now or as hereafter may be amended, and under other applicable law. Such indemnifications and advances for expenses shall be made in accordance with applicable law, as it exists now and as hereafter may be amended, and subject to the conditions and limitations provided therein, including, without limitation, any condition that the officers, employees and agents to be indemnified or provided advances for expenses has meet applicable standards of conduct.

7.3 Insurance: The Corporation may buy and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such persons against any liability under applicable law.

Article 8 Accounting Period

The annual accounting period of the Corporation shall begin on January 1st of each year And end on December 31st.

The above mentioned By- Laws are effective on the date signed.

Date: November 12, 2009

Donald L. Fryson


Chairman of the Board