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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** WILLIAM T. COLEMAN

**DOCUMENT NUMBER:** N10000003452

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

Please return all correspondence concerning this matter to the following:

WILLIAM T. COLEMAN

(Name of Contact Person)

BRINKLEY MORGAN ET AL LLP

(Firm/ Company)

200 E. LAS OLAS BLVD., STE. 1900

(Address)

FORT LAUDERDALE, FL 33301

(City/ State and Zip Code)

william.coleman@brinkleymorgan.com

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

For further information concerning this matter, please call:

WILLIAM T. COLEMAN

(Name of Contact Person)

at ( 954 ) 522-2200

(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

September 28, 2010

WILLIAM T COLEMAN  
200 E LAS OLAS BLVD STE 1900  
FT LAUDERDALE, FL 33301

SUBJECT: JUSTUS BY US INC.  
Ref. Number: N10000003452

We have received your document for JUSTUS BY US INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption of each amendment must be included in the document.

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) 245-6957.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 810A00023053

**AMENDED ARTICLES OF INCORPORATION OF  
JUSTUS BY US, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

10 OCT 29 PM 3:25  
FILED  
NOTARIAL PUBLIC  
STATE OF FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is JUSTUS BY US, INC.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereinafter be amended.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by §4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) Notwithstanding any other provisions of these articles of incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in §4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under §4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in §4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in §4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than nine (9). Directors may be elected from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Title: President  
Bria R. Bailey  
5340 SW 130<sup>th</sup> Avenue  
Miramar, FL 33027

Title: Vice President  
Cherriann R. Calhoun  
5340 SW 130<sup>th</sup> Avenue  
Miramar, FL 33027

Title: Treasurer  
Sara Cruz  
7010 NW 186<sup>th</sup> Street, #401  
Hialeah, FL 33015

Title: Vice President  
Kiesha Starks  
4225 SW 179<sup>th</sup> Way  
Miramar, FL 33029

Title: Vice President  
DeAdra Gibson Slowly  
17040 SW 39<sup>th</sup> Court  
Miramar, FL 33027

Title: Secretary  
Altrice Holloman  
3423 NW 14<sup>th</sup> Court  
Lauderhill, FL 33311

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE V**

#### **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be at 14359 Miramar Parkway, #176, Miramar, FL 33027.

#### **ARTICLE VI**

#### **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 14359 Miramar Parkway, #176, Miramar, FL 33027. The initial registered agent of the Corporation at that address shall be Cherriann R. Calhoun.

**ARTICLE VII**  
**MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

**ARTICLE VIII**  
**MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

**ARTICLE IX**  
**NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

**ARTICLE X**  
**BYLAWS**

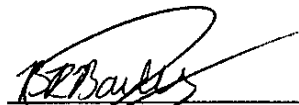
The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

**ARTICLE XI**  
**AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

There are no members of the Corporation and this Amendment was unanimously approved by the Members of the Board of Directors of the Corporation by unanimous consent on July 21, 2010.

IN WITNESS WHEREOF, the President of the Corporation, in accordance with the approval of the Members of the Board of Directors on July 21, 2009, signed this Amendment on September 21, 2010.

  
\_\_\_\_\_

Bria R. Bailey, President