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10-27-10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** BE THE OAK FOUNDATION, INC.

**DOCUMENT NUMBER:** N10000004333

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

Please return all correspondence concerning this matter to the following:

James R. Chatman

(Name of Contact Person)

BE THE OAK, INC

(Firm/ Company)

4425 SW Wabash Street

(Address)

Port Saint Lucie, FL. 34953

(City/ State and Zip Code)

James@BeTheOak.com

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

For further information concerning this matter, please call:

James R. Chatman

(Name of Contact Person)

at ( 561 ) 676-1121

(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

BE THE OAK FOUNDATION, INC.

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

N10000004333

(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:

BE THE OAK, INC

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)

4425 SW Wabash Street

Port Saint Lucie

FL. 34953

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

4425 SW Wabash Street

Port Saint Lucie

FL. 34953

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:

James R. Chatman

New Registered Office Address:

4425 SW Wabash Street

(Florida street address)

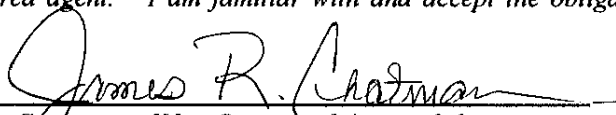
Port Saint Lucie

(City)

Florida 34953  
(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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>CVO</u>	<u>Alex Bess</u>	<u>4771 Pineknott Lmane</u>	<input type="checkbox"/> Add
		<u>West Palm Beach</u>	<input checked="" type="checkbox"/> Remove
		<u>FL. 33417</u>	
<u>CBO</u>	<u>Margaret Edwards-Bess</u>	<u>4771 Pineknott Lmane</u>	<input type="checkbox"/> Add
		<u>West Palm Beach</u>	<input checked="" type="checkbox"/> Remove
		<u>FL. 33417</u>	
<u>CCO</u>	<u>April L. Cox-Edwards</u>	<u>4771 Pineknott Lmane</u>	<input type="checkbox"/> Add
		<u>West Palm Beach</u>	<input checked="" type="checkbox"/> Remove
		<u>FL. 33417</u>	

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED AMENDED ARTICLES

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Action</u>
COO	James R. Chatman	4425 SW Wabash St Port Saint Lucie FL., 34953	add
CCO	Sean Hawkins	3265 Scarletta Dr. Riviera Beach FL., 33404	add
Treas.	Sheila Gilbert	4146 Napoli Lake Dr. Palm Beach Gardens FL., 33410	add

**BE THE OAK, INC.**

**ARTICLES OF INCORPORATION**  
**OF**  
**BE THE OAK, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents and citizens of the United States of America, of full age of majority, have the purpose of forming a nonprofit charitable, educational, faith based corporation pursuant to the laws of the State of FLORIDA, for the purpose expressed in ARTICLE IV hereof, adopted the following Articles of Incorporation:

**ARTICLE I**  
**(AMENDED)**  
(Name of Corporation)

The name of this corporation shall be: BE THE OAK, INC., and its duration is to be perpetual.

**ARTICLE II**  
**(AMENDED)**  
(Principal Office)

The name and address of the Registered Agent of the corporation in the State of Florida is James R. Chatman, 4425 S.W. Wabash Street, Port Saint Lucie, Florida, 34953. His signature, infra at page 8, indicates her acceptance of this designation. The address of the corporation, Principal office in the State of Florida is 4425 S.W. Wabash Street, Port Saint Lucie, Florida, 34953.

### ARTICLE III

#### (AMENDED)

##### (Method of Operation)

This nonprofit corporation is organized and operated exclusively for charitable, faith based, and educational purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America. In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

- (a) To participate in any and all types of media including but not limited to, television, radio, newspaper, news programs, etc.
- (b) To operate under the name as set forth in ARTICLE I above;
- (c) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- (d) To adopt and use a corporate seal;
- (e) To earnestly seek and promote the unity of God's people in a Scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other non-profit associations, churches and missionary organizations and their branches. It shall operate as a free and independent corporation in accord with its own conscience and the wisdom of God, as the corporation perceives it to be. In every case and in every act and in pursuit of or adoption of any policy or method or in practice or association, the corporation does and shall do so as a free organization always retaining its sovereignty and independence, and in no case whatsoever as an act of

**BE THE OAK, INC.**

subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any way as relinquishing its perpetual legal independence and sovereignty.

- (f) To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;
- (g) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust;
- (h) To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.
- (i) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;
- (j) To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;
- (k) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute, and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust, deed or otherwise;



**BE THE OAK, INC.**

- (l) By its Board of Directors to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others fill their places;
- (m) To adopt and assume names in the furtherance of its nonprofit, tax exempt purposes;
- (n) To use any and all media, including, but not limited to recording, print, television and radio, in the furtherance of its non-profit, tax-exempt purposes;
- (o) To provide ministry in jails, penitentiaries and other detention or penal facilities; to minister sacerdotal functions;
- (p) To provide a local place for Christian fellowship for those of like faith and schools for Christian education where the Father God, Jesus, the Son of God, and the Holy Spirit, may be honored according to our full gospel testimony;
- (q) To assume our share of the responsibility and the privilege of propagating the Gospel of Jesus Christ by word, music, song and testimony;
- (r) To do all other acts necessary or expedient for the administration of the Corporation.
- (s) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a faith based organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.
- (t) The several clauses contained in this ARTICLE III, shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall not engage in any political

**BE THE OAK, INC.**

activity proscribed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

#### **ARTICLE IV**

#### **(AMENDED)**

#### **(Purpose and Objectives)**

The core objectives of this organization will include, but not limited to, collaborating with other community organizations, faith-based organizations, churches, community leaders and associations by forming a consortium of alliances to effectively impact communities, neighborhoods, families and individuals. Provide resource and referral-based assistance to obtain needed community services, assist with paperwork and other necessary resources to the youth, elderly, single-parents, etc. and also provide follow-up to these individuals to ensure needs are met, mentoring our youth through life-provoking issues and spiritual enrichment, building through personal development, employability and life skills, housing assistance, after-school programs, family counseling, parent-and family education. All in all providing community social service facilities, supplementing government assistance programs

The purpose of this Corporation shall be devoted to strengthen all members of the family unit and community, by providing comprehensive health and human services through a myriad of resources; development, and supporting the needs of individuals, families and community through a spiritual approach to build up individuals into morally-responsible and productive citizens in mind, body and spirit. Simultaneously, redirect negative unproductive behavior and transforming lives into a positive life-changing direction resulting in a better equipped, self-confident, and emotionally well-balanced community. By the implementation of seminars, workshops, trainings, and other such activity designed to interrupt patterns of poverty, criminal

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**BE THE OAK, INC.**

behavior and low self-worth that plague our urban areas. As we operate through a sustainable process of improving the socio-economical quality of life by way of prevention, intervention and preservation of human life, subsequently building continuum solutions,

**ARTICLE V**

**(AMENDED)**

(Manner of election vote or appointment)

To assure the corporation of its sovereignty and independence and to perpetually protect the organization, all legal power and authority relative to the corporation shall be exercised by and in accordance with Kingdom principles. Thus, under the leadership of the Holy Spirit, the Board of Directors shall conduct all the business of the corporation and shall be the only voting members of the corporation. The number of Board members and the qualifications shall be established in the bylaws of this corporation. The qualifications of members and the manner of their admission shall be fully provided in the Bylaws.

**ARTICLE VI**

**(AMENDED)**

(Initial Officers)

Charles M. Edwards II, address of 15144 Waterford Chase Parkway, Orlando, FL. 32828-CEO

James R. Chatman, address of 44245 SW Wabash Street, Port Saint Lucie, Fl. 34953 - COO

Pediedra Rena James, address of 3300 R J Hendley Ave, Riviera Beach, FL. 33404-- Secretary

**BE THE OAK, INC.**

James Chatman, address of 4425 SW Wabash St., Port Saint Lucie, FL. 34953 – CEO/ Treasurer

**ARTICLE VII**

**(AMENDED)**

(Registered agent name/address)

James R. Chatman

4425 SW Wabash St

Port Saint Lucie, FL. 34953

**ARTICLE VIII**

(Incorporator name/address)

Charles M. Edwards II

15441 Waterford Chase Parkway

Orlando, FL. 32828

**ARTICLE IX-DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from the federal income tax as organizations described in section 501(c) (3) of the Code or the corresponding section of any future United States Internal Revenue law, as the Board of Directors shall determine.

**BETHE OAK, INC.**

## **ARTICLE X – BYLAWS**

The Board of Directors of the Corporation shall have the exclusive power to amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

The date of each amendment(s) adoption: October 21, 2010

Effective date if applicable: October 21, 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 October 21, 2010

Signature James R. Chatman  
(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)

James R. Chatman  
(Typed or printed name of person signing)

Chief Operations Officer / Registered Agent  
(Title of person signing)