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TALLAHASSEE, FLORIDA

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3/9/11
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BE THE OAK, 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:

CHARLES M. EDWARDS

(Name of Contact Person)

(Firm/ Company)

4771 PINE KNOTT LANE

(Address)

WEST PALM BEACH, FLORIDA 33417

(City/ State and Zip Code)

charles@betheoak.com

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

For further information concerning this matter, please call:

CHARLES M. EDWARDS

(Name of Contact Person)

at (407) 925-5358

(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, INC.

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

N10000004333

(Document Number of Corporation (if known))

APPROVED
FILED
11 MAR -9 PM 3:52
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:

NA

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**)

4771 PINE KNOTT LANE

WEST PALM BEACH, FLORIDA

33417

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

4771 PINE KNOTT LANE

WEST PALM BEACH, FLORIDA

33417

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:

CHARLES M EDWARDS

New Registered Office Address:

4771 PINE KNOTT LANE

(Florida street address)

WEST PALM BEACH

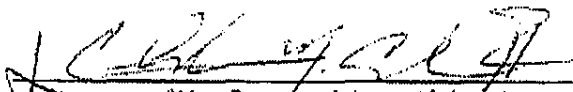
(City)

, Florida 33417

(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>
	CHARLES EDWARDS	15144 WATERFORD CHAS ORLANDO, FLORIDA 32828	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
	JAMES CHATMAN	44245 SW WASBASH ST PORT ST LUCIE, FLORID 34953	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
	PEDIEDRA RENA JAMES	3300 RJ HENDLEY AVE RIVIERA BEACH, FLORID 33404	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

Please See Attached

E. If amending or adding additional Articles, enter change(s) here:

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

PLEASE DELETE ARTICLE III

PLEASE AMEND ARTICLE IV

PLEASE AMEND ARTICLE V

PLEASE AMEND ARTICLE VI

PLEASE AMEND ARTICLE VII

PLEASE ADD ARTICLES XI - XXVII

The date of each amendment(s) adoption: 03/05/2011

Effective date if applicable: 03/05/2011

(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 03/05/2011

Signature

Monika D. Pugh Ed.S.
(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)

MONIKA PUGH Ed.S

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

ARTICLE IV - PURPOSES AND POWERS

A. This corporation is organized and shall operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). The primary purpose of the corporation is to maintain, develop and operate the **Be the Oak, Inc.** The purposes of the corporation shall however, be limited in all events to exempt purposes described in 501(c) (3) of the Code, as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may provide skilled daycare, after school care and tutorial services for youth from infant to 10 years of age in a safe and nurturing environment; enrich the lives of the participants and their families with outstanding programs for healthy living.

B. As means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

The core objectives of this organization will include, but not be limited to, unlocking the potential of all fathers by helping them build and sustain healthy relationships with their children by creating positive life long memories by 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 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

Attachment A Be the Oak, Inc.
N10000004333

skills, housing assistance, after-school programs, family empowerment counseling, parent-and family education.

The purpose of this Corporation shall be devoted to strengthening 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. By providing direct services or make referrals for services 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 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, simultaneously building continuum solutions.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE V MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Section 1 - The business of the organization shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than fifteen (15) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

Section 2 - The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years.

Section 3 - The Board of Directors as well as the Executive Director shall have the control and management of the affairs of the business of this organization.

Section 4 - At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5 - Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

Section 6 - The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

Section 7 - Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

Section 8 - A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

ARTICLE VI **Initial Officers**

Capt. Patricia A. Culbert President
8398 Indian Laurel Lane
Brooksville, FL 34613

Darrian Dority V.P.
1723 Sunset Ave
Lake Worth, FL 33460

Monika Pugh, Ed.S Secretary
1712 Terracotta Dr.
Riviera Beach, FL 33304

Eugene Elton Spann, Jr. Treasurer
5882 E. Bimini Circle
West Palm Beach, FL 33307

Gina P. Hall General Board Member
2341 Maricita Ave
Spring Hill, FL 33608

ARTICLE VII Registered Agent

Charles M. Edwards
15144 Waterford Chase Parkway
Orlando, Florida
32828

Article XI **MEETINGS**

Section 1 – Meetings will be held at intervals necessary to conduct the business of the organization.

Section 2 – Notice of any regular or special meeting shall be provided to any person entitled to vote at least 7 days prior to such meeting. Unless such notice is waived by the person entitled thereto.

Article XII **DUTIES OF DIRECTORS**

Section 1 – The Executive Director shall oversee and maintain the primary business of the organization and shall:

- a. With the Secretary, sign and deliver transactions pertaining to the business of the organization.
- b. Assist in directing the communications and marketing of the Be the Oak, Inc. and any programs as approved by the Board of Directors.
- c. The Executive Director is an ex-officio member of the Board of Directors.

Section 2 – The Chairman shall preside at all meetings of the Board of Directors.

Section 3 – The Co-Chairman preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 4 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Executive Director sign and deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of Be the Oak, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of Be the Oak, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Section 6 - All Board of Directors shall complete a standard application for the organization primary management file.

Article XIII **DURATION**

The duration of the corporation shall be perpetual.

Article XIV **TERRITORY**

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

Article XV **NON-STOCK CORPORATION**

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

Article XVI **LIMITATIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XVII **REIMBURSEMENT OF EXPENSES**

By resolution of the organization, the Directors and the Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Article XVIII **ROBERT RULES OF ORDER**

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised.

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

Article XIX

SALARIES

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and develop the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XX

COMMITTEES

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

Article XXI

VOTING

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XXII

STAFF

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Executive Director for the cause of conducting pertinent business.

Article XXIII

FINANCES

Section 1 – The funding for this organization shall be established by the Board of Directors and the Executive Director.

Section 2 – The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3 – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

Article XXIV

LIABILITY

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXV

CONFLICT OF INTEREST

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict of Interest Policy- If the governing board 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 allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XXVI

Members

The corporation shall have no members

Article XXVII

AMENDMENTS

Section 1 – Any Amendments of the constitution or bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.