

N10000006189

Ervi Chastain

(Requestor's Name)

2060 Marilyn St.

(Address)

(A-204)

Clearwater, FL 33765

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amended
Registered
3/20/11
TC

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

March 21, 2011

Re: Beacon Street Ministries, Inc.
Addition of several items and information in the document.

Gentlemen:

Enclosed please find an original and one copy of Amended and Restated Articles of Incorporation for the above referenced corporation. Please file the original in your offices and certify and return to us a certified copy.

Please note: We have amended the initial directors article because the IRS requires additional provisions be included in the articles. Also we are not making any change to the registered agent and have therefore not re-certified her.

You can reach us at 727-278 2285.

Very truly yours,



Ervi Chastain, Director

**AMENDMENT and
RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
Beacon Street Ministries, INC.**

APPROVED
AND
FILED
11 MAR 25 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617.1006, Florida Statutes, the undersigned corporation adopts, in compliance with a resolution adopted by its Board of Directors at a meeting held on March 21, 2011, as provided by the By-Laws, the following Articles of Amendment to its Articles of Incorporation, filed June 28, 2010, and assigned document #N10000006189.

ARTICLE I - NAME

The name of this corporation is **Beacon Street Ministries, Inc.**

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized for the education, training and equipping of "at risk" individuals to become productive citizens and general educational purposes pursuant to the Florida Corporation Not-for Profit law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) The specific purpose for which this corporation is formed is to provide a vehicle for the operation of conducting of various outreach activities in furtherance of our charitable purposes and to initiate, fund and administer a wide variety of charitable, educational, religious scientific, or literary projects.

(B) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, educational scientific or literary purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection (B), this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(D) The corporation shall have the following "Conflict of Interest" policy:

Conflict of Interest Policy

Section I

Purpose

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board delegated

powers who has a direct or indirect financial interest, as defined below, is an interested person.

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 Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

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 board or committee decides that a conflict of interest exists.

Section III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with 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 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 board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the 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 board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that 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 response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV

Records of Proceedings

The minutes of the board and all committee with board-delegated powers shall contain-

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 board's or committee's decision as to whether a conflict of interest in fact existed.

2. 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 therewith.

Section V

Compensation

A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section VI

Annual Statements

Each director, principal officer and member of a committee with board delegated

powers shall annually sign a statement which affirms that 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 that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII

Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether agreements with employees, and third parties further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Section VIII

Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

(End of Policy)

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V - CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI - MEMBERSHIP

The only voting members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws. The board of directors may authorize one or more categories of non - voting membership at its discretion.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2060 Marilyn St., A204, Clearwater, FL 33765, and the name of the registered agent of this corporation at that address is Ervi Chastain.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

(A) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The qualifications for directors and the manner of their admission shall be regulated by the Bylaws. All powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the By-laws. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the initial Directors of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Ervi Chastain	2060 Marilyn St A204 Clearwater, FL 33765
Walter Paul	1535 Nursery Rd #304 Clearwater, FL 33756
Roger Smyzer	250 Siesta lane Largo, FL 33770

(B) **Corporate Officers.** The Board of Directors shall Appoint the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to appoint from time to time. Initially such officers shall be appointed at the Organizational meeting of the Board of Directors.

ARTICLE VIII - DEDICATION OF ASSETS

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a

