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Amend
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2-24-11

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2011 FEB 22 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miry Clay Ministries Inc.

DOCUMENT NUMBER: N10000007358

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

Please return all correspondence concerning this matter to the following:

Shawn k. O'Neill

(Name of Contact Person)

Miry Clay Ministries Inc.

(Firm/ Company)

600 SW Third Street Suite 4500

(Address)

Pompano Beach, FL 33060

(City/ State and Zip Code)

chefoneill@hotmail.com

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

For further information concerning this matter, please call:

Shawn k o'neill

(Name of Contact Person)

212

at (954) 806-2993

(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

Miry Clay ministries Inc.

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

N10000007358

(Document Number of Corporation (if known))

FILED
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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:

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

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

Please see attached Articles

[illegible]

PART IV CORPORATE PURPOSE

Miry Clay Ministries, Inc ("Miry Clay") was founded in 2010. Its mission is to support, empower, and reintegrate ex offenders in the community, who have demonstrated a desire and commitment to a faith based life. In providing positive reinforcement and a structured faith based reentry housing environment, the opportunity for long term success becomes tangible and recidivism less likely. Miry Clay will bridge the gap called "appropriate housing", and set a standard for the renovation of an ex offender's life. Structured reentry housing focused in reinforcing and encouraging continued spiritual growth is a solid foundation for which successful reintegration can be built on.

Through providing a structured faith based residential environment ex offenders who reenter society with no reasonable chance of succeeding will possess a vital element to enable them to reach the finish line of the transition process. Initially Miry Clay will provide the following elements of a successful faith based lifestyle: a place to call "home"; an established address; initial immediate needs such as food and clothing; transportation; pro bono dental collaborative network; financial guidance; employment guidance; mentoring; encouragement; spiritual training; regular structure of bible studies, prayer, and church services; and integration into a local church fellowship. Its long term objective is to demonstrate viable models with revenue producing employment training programs, further developed networking groups to provide such services as pro bono legal, financial, and medical, and an ex offender property acquisition program. Miry Clay will establish faith based housing ministry opportunities across the country, renovating and transforming the lives of ex offenders, and their communities.

ATTACHMENT 2.

1023 MIRY CLAY MINISTRIES, INC.

PART V COMPENSATION AND OTHER FINANCIAL ARRANGEMENTS WITH YOUR OFFICERS, DIRECTORS,
TRUSTEES, EMPLOYEES, AND INDEPENDENT CONTRACTORS

Shawn K. Oneill and Melissa Oneill are husband and wife.

PART V COMPENSATION AND OTHER FINANCIAL ARRANGEMENTS WITH YOUR OFFICERS, DIRECTORS,
TRUSTEES, EMPLOYEES, AND INDEPENDENT CONTRACTORS CONFLICT OF INTREST

CONFLICT OF INTREST POLICY

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing 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 Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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 governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing 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 governing 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 governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing 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 governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement 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 possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested

PART VI YOUR MEMBERS AND OTHER INDIVIDUALS AND ORGANIZATIONS THAT RECEIVE BENEFITS FROM YOU

Miry Clay will provide the following services to individuals: an established primary residential address; initial immediate needs such as food and clothing; transportation; pro bono dental collaborative network; financial guidance; employment guidance; mentoring; encouragement; spiritual training; regular structure of bible studies, prayer, and church services; and integration into a local church fellowship.

ATTACHMENT 5

1023 MIRY CLAY MINISTRIES, INC.

PART VIII YOUR SPECIFIC ACTIVITIES

1a Miry Clay Ministries, Inc. will accept donations of real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type.

Attachment 6

Fund Raising

- Create a case statement, which according to Entrepreneur.com, is a written document that tells prospective donors how their donations will be used and how the donation will positively impact the community or cause. Include the goal of the organization, anticipated results, accomplishments achieved by the nonprofit and the history of the establishment.
- Request grants from the government or from specific companies (see Resources).
- Research companies that give charitable donations or that might benefit from donating to your organization. For instance, if you are raising money for a local animal shelter, request donations from nearby vet clinics, pet stores and similar establishments.
- Use mailers, such as direct-mail and e-mail requests, to solicit donations from individuals and companies.
- Host events to raise money--luncheons, formal dinners, golf tournaments and carnivals.
- Get involved with social media to increase your organization's exposure and solicit donations.
- Offer online contests. For example, a nonprofit designed to teach literacy might host an online short story contest. Individuals could pay a contest fee, submit a story and potentially win a prize. To reduce costs to the nonprofit, donations from local companies could be requested for prizes for the contest.

The date of each amendment(s) adoption: 2/18/2011

(date of adoption is required)

Effective date if applicable: _____

(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 2/18/2011

Signature



(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)

Shawn K. O'Neill

(Typed or printed name of person signing)

President

(Title of person signing)