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MAR 20 2012
T. ROBERTS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALICE A HOLT FOUNDATION, INC.

Subject: AMENDMENT TO ARTICLES OF INCORPORATION

ALICE A. HOLT FOUNDATION, INC. having corporation number N11000001092 amends the following sections of its Articles to reflect the following updates:

PLEASE AMEND the following Articles to reflect the following changes:

Remove Lisha Holt as Officer/Director

PROPOSED CHANGES TO THE ARTICLES OF INCORPORATION

The Purposes- add Social and Economic.

A. The Specific and primary purposes are:

(1) To raise the economic, educational and social levels of the residents of Hillsborough County, Florida, including members of the moderate, low, and very low income community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community-wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic and otherwise, any be eliminated; and (d) need for establishing and fostering additional availability of affordable housing.

(2) To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for

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the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

(3) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodation by constructing, rehabilitating, and providing decent, safe, and sanitary housing for persons and families of low-income who otherwise is not be able to find or afford a suitable place to live. It is this purpose of the Corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and constructions of new facilities in the place of brightened structures or brightened vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvements.

(4) To aid, support and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which endures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is for carrying on propaganda, or otherwise attempting to influence legislation.

(5) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizational of any kind or nature, such as corporations, firms associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

B. In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, the Corporation shall have the following powers:

(1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose above mentioned.

(2) To borrow money, and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to

secure payment of any such obligation by mortgage, pledge, deed indenture agreement or other instrument or trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.

(3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares, of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law.

(4) To engage in activity of operation business ventures for the purposes of providing job training, employment services, and managerial development opportunities to said residents for the charitable purpose of furthering the economic development of the community.

(5) To hire and fire employees and to contract for outside services at the will of the Corporation.

(6) To engage in any and all activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups.

(7) To exercise all rights and powers conferred upon corporations formed under the General Nonprofit Corporation Law of the state of Florida provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primarily charitable, educational and scientific purposes of the Corporation.

(8) The operation of said Corporation shall also include the concerns of:

- A. Transportation
- B. Promotions and advertisements
- C. Historical Preservation
- D. Housing (land acquisitions, new construction, renovations, vouchers, subsidies, infrastructures, planning and maintenance.)
- E. Economic development - Business planning, and Start-up counseling,
- F. Elderly Assistance
- G. Consumer Credit and Financial Counseling
- H. Social Services Referrals
- I. Legal Services Referrals
- J. Education and Research
- K. Youth Councils and Enrichment Centers

C. All of the foregoing purposes and powers shall be exercised exclusively for religious, charitable, scientific, literary, educational, social and economic activities.

ARTICLE III. A-D

The purposes of which this Corporation is formed are exclusively charitable, educational, literary, scientific, social and economic. This organization is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. And will consist of the following:

Goal 1: is to be the general purpose statement originally filed with the articles

Goal 2: To provide a comprehensive range of services and resources to Local Youth through an intensive Outreach effort that will help the Targeted Group rebuild the self-respect, self-esteem, self-image, and character enabling them to meet the demands of life.

Goal 3: To supplement the main purpose stated above by creating innovative Educational Programs that can be duplicated and expanded in other Counties of Florida and States of the Union. The programs utilized will be of a Pro-Active and Interactive design

Goal 4: To establish an effective Mentoring and Counseling program for families whose children are at risk of being or must be removed for reasons of Health or Safety, and to develop strategies that enhance the proper development of Moral and Spiritual values.

Goal 5: To provide systematic educational programs that will reveal the hidden obstacles retarding Spiritual Growth, creating confusion and disunity. Said Programs will focus on Unity and Obedience to the Moral and Divine Rules for living, fostering Honesty and Unselfishness. Continual adherence to such Principles will naturally produce spiritual understanding, enlightenment, success and enrichment in one's experience.

Goal 6: To bring to bear the vast experiences and commitment to Excellence of trained educators, retired teachers, support staff, administrators, classroom volunteers (parents, grandparents, retirees, and business persons) to impart compassion, inspiration, new ideas and a true sense of Spiritual Worth.

B.

(1) To raise the spiritual, moral, economic, educational and social levels of the targeted group , including members of moderate, low, and very low income community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community-wide interest and concern for the problems of said group to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic and otherwise, may be eliminated; and (d) expound the need for establishing and fostering the Brotherhood of Mankind

(2) It is this purpose of the Corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic spiritual and human needs and to lessen the burdens of government and promote their social welfare.

(3) To expand opportunities available to said families and individuals to interact with other Families and Individuals who are sincere about their Spiritual Development and the welfare and benefit of others taking the same Journey.

(4) To aid, support and assist through fellowship, gifts, contributions, and with other groups operated exclusively for moral, charitable, or educational purposes. No part of the net earnings of which endures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is for carrying on propaganda, or otherwise attempting to influence legislation.

(5) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organization of any kind or nature, such as corporations, firms associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

C.

In furtherance, but not in limitation, of the foregoing moral, charitable, literary and educational purposes, the Corporation shall have the following powers:

(1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose above mentioned.

(2) To borrow money, and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations for monies borrowed, or in payment for property acquired, services rendered or for any other purposes of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed indenture agreement or other instrument or trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.

(3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares and any other securities of any kind whatsoever, including property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law.

(4) To engage in activity of operation business ventures for the purposes of providing job training, employment services, and managerial development opportunities to said families and individuals for the charitable purpose of furthering the development of Brotherhood in the community.

(5) To hire and fire employees and to contract for outside services at the will of the Corporation.

(6) To engage in any and all activities which will directly or indirectly improve the Spiritual welfare and Mental conditions of said families and individuals.

(7) To exercise all rights and powers conferred upon corporations formed under the General Nonprofit Corporation Law of the state of Florida provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primarily moral, charitable and educational purposes of the Corporation.

(8) The operation of said Corporation shall also include the concerns of:

- A. Child Abuse Summits/ Youth Council Interface [Local, State, National, Global]
- B. Skill Building and Training
- C. Violence Prevention, inclusive of every category/type
- D. Consumer Credit and Financial Counseling,
- E. Community Service, including Referrals
- F. Talent Search and Self Expression (eg. Theater/Writers/Television)
- G. Career and College Education Research

H. Business Incubators; Community Development Financial Institutions (CDFI)

I. Historic Preservation

J. Adult Living Facilities; Homeless Shelters (Progressive)

D. 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

ARTICLE V – ADD

The affairs of this Corporation shall be managed by a Board of Directors (BoD). The number of Directors shall not be less than three (3); provided however that the BoD may, from time to time increase or decrease the number of Directors, so long as the number of directors is an odd number greater than three. The names and addresses of the persons who are being added to BoD are:

Peter Fontaine, Director
12420 North Florida Avenue
Tampa, Florida 33612

Marianne Keim, Property Manager , D
4710 Cherokee Road
Tampa, Florida 33629

Gary McGriff, Director
500 Magnolia Street
Palatka, Florida 32177

Linda Harrell, Director
13502 Capital Drive
Tampa, Florida 33613

Audrey Boone, Director
1405 Saint Johns Avenue
Palatka, Florida 32177

Stephen J. Bell, Director
1500 Ocean Street
Palatka, Florida 32177

Jerry Purpura, Director
5105 SE 27 TH Street
Ocala, Florida 34480

Cheryl Purpura, Director
5105 SE 27 TH Street
Ocala, Florida 34480

The new Directors were asked by the Founder and President, to serve as Board Members, and were approved by the two Founding members [Alice and Lisha Holt].

ARTICLES: DISSOLUTION: Replace Paragraph 6 with:

Upon the dissolution of and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which are organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code and has established its tax-exempt status, or shall be distributed to the Federal Government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code.

Add Paragraph 7 AMENDMENTS

These Articles of Incorporation may be amended by a majority vote at the annual meeting or at a special meeting called for that purpose.


ALICE A. HOLT, PRESIDENT & SECRETARY

SEAL

The date of each amendment(s) adoption: 3-9-12

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.

☐ The amendment(s) was/were not adopted by the members and the number of votes cast for the amendment(s) was/were not sufficient for approval.