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C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Precious Gems Foundation, Inc.

DOCUMENT NUMBER: NI1000007988

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

Please return all correspondence concerning this matter to the following:

Nicole Williams

(Name of Contact Person)

Precious Gems Foundation, Inc.

(Firm/ Company)

329 sw 120th Ave

(Address)

Pembroke Pines, FL 33025

(City/ State and Zip Code)

helpinghandstutorial@yahoo.com

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

For further information concerning this matter, please call:

Nicole Williams

(Name of Contact Person)

at (786) 663-4038

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
enclosed) |
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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 13, 2011

NICOLE WILLIAMS
329 SW 120TH AVE
PEMBROKE PINES, FL 33025

SUBJECT: PRECIOUS GEMS FOUNDATION, INC.
Ref. Number: N11000007988

We have received your document for PRECIOUS GEMS FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 711A00027743

ARTICLES OF AMENDMENT

Precious GEMS Foundation, Inc.

ARTICLE I Name and Object

- Section 1. The name of the organization shall be Precious GEMS Foundation, Inc. herein referred to as Precious GEMS Foundation, Inc., located at 120th Ave., Pembroke Pines, FL.
- Section 2. The purpose of this organization shall be to provide social and human services to meet the family needs of the community, and to strengthen families to reach their greatest potentials.
- Section 3. Precious GEMS Foundation, Inc. shall be a non-profit organization under the control and direction of a volunteer Board of Directors.
- Section 4. To accomplish its purposes, Precious GEMS Foundation, Inc. may establish and provide for the conduct and maintenance of its work in one or more sections of the State of Florida, and for particular groups of persons.
- Section 5. Precious GEMS Foundation, Inc. shall have perpetual existence.
- Section 6. The purposes for which Precious GEMS Foundation, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.
- Section 7. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.
- Section 8. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except at the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of Section 501 C(3) purpose. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign of behalf of or in opposition to any candidate for public office.

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FALLAH

Section 9. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 C (3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to Federal Government, or to a state or local government for a public purpose.

ARTICLE II

Property

Section 1. Precious Gems Foundation, Inc. may hold or dispose of such property, real or personal, as may be given, divided, or bequeathed to it or entrusted to its care and keeping; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the organization; and may manage, control and utilize the same in accordance with the provisions of Article III.

Section 2. The highest amount of indebtedness or liability to which Precious Gems Foundation, Inc. may at any time subject itself shall never be greater than two-thirds (2/3) of the value of the assets of the organization.

ARTICLE III

Management

Section 1. The management of Precious Gems Foundation, Inc. shall be vested in a Board of Directors, consisting of not fewer than seven (7) and not more than eleven (11) persons, elected by the Board of Directors, or otherwise in such manner and for such terms not exceeding three (3) years, as the Bylaws may provide.

Each director must possess the qualifications for voting membership in the Institute.

- a) The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the organization in all its details, including the appointment of Standing and Special Committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board.
- b) The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. They shall have the authority to make Bylaws for the governance of the organization, not inconsistent with the Articles of Incorporation.

- Section 2.** The officers of the Board of Directors shall be the Chairman, Secretary, and Treasurer, chosen from their number as provided for in the Bylaws. These shall also be the officers of the organization.

ARTICLE IV

Meetings

- Section 1.** There shall be an Annual Meeting of Precious Gems Foundation, Inc. within 90 days after the close of the fiscal year, at which time the Board of Directors shall report to the community the status of the organization. Notice of this meeting shall be publicized at least four (4) weeks in advance.
- Section 2.** Precious Gems Foundation, Inc. may hold such other meetings of the organization as may be provided for in the Bylaws.
- Section 3.** Special meetings of the organization may be called by the Chairman or by order of the Board of Directors. Upon written request of one-half of Board of Directors of the organization, the Chairman or Secretary shall call a meeting specifying the object, which shall be incorporated in the notice. A notice of such meeting shall also be mailed to every voting member at least five (5) days in advance of the meeting. No business shall be transacted at such meeting, except that for which the call is issued.
- Section 4.** One-Third (1/3) of the Board of Directors shall constitute a quorum at any meeting called by the voting members.
- Section 5.** A written record of the attendance and business transacted at all regular and special meetings of Precious Gems Foundation, Inc. shall be maintained and filed with the minutes of the Board of Directors.

ARTICLE V

Dissolution

- Section 1.** Upon dissolution of this corporation, the Board of Directors, after paying or making provisions for the payment of liabilities of the corporation pursuant to operational law, shall distribute all assets exclusively to those organizations which are exempt under Section 501(c) (3) of the Internal Revenue Code, provided that this Corporation retains discretion and control over the terminal use of said contributions prior to dissolution.

ARTICLE VI

Amendments

- Section 1.** The Articles of Incorporation may be amended by vote of one-thirds (1/3) of the Board of Directors present at any regularly constituted meeting of

the organization, provided such amendment shall have been submitted by the Board of Directors.

ARTICLE VII
Initial Registered Agent and Street Address

The name and Florida Street address of the initial registered agent is:

Nicole Williams,

ARTICLE VIII
Incorporators

The undersigned subscribing incorporators have hereunto set their hands and seals this 18 day of August, 2011, for the purpose of forming this not for profit corporation, under the laws of the State of Florida. The names and addresses of the Incorporators to these Articles of Incorporation are:

<u>Name/Title</u>	<u>Address</u>
Mary E. Williams President	218 NE 199 Terrace Miami, FL 33179-2934
Tanya S. Williams Treasurer	4286 SW 132 ^{Dd} Way Miramar, FL 33027
Gladys Keith Vice President	1910 NW 105 th Ave. Miramar, FL 33026
Kimberly M. Jenkins Secretary	1061 NW 185 th Drive Miami, FL 33169

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The date of each amendment(s) adoption:


Registered Agent / President

11/9/12
Date

✶ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.