

FILED
N110000009070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400213865254

Amend

11/07/11--01057--022 **43.75

FILED
2011 DEC 12 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789, 01169, 00707, 00671

DR
12/13/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ACOG Community, Inc.

DOCUMENT NUMBER: N11000009070

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

Please return all correspondence concerning this matter to the following:

Angie Aller

(Name of Contact Person)

ACOG Community, Inc.

(Firm/ Company)

11440 SW 17th Ct

(Address)

Miramar, FL 33025

(City/ State and Zip Code)

angie@acupofgreen.com

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

For further information concerning this matter, please call:

Angie Aller

(Name of Contact Person)

at (954)

662-5003

(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) |
|--|---|---|--|

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

RECEIVED

11 DEC 12 PM 8:15

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED

ACOG Community, Inc.

2011 DEC 12 AM 11:57

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

N11000009070

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

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: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1)_____	_____	_____ _____ _____
2)_____	_____	_____ _____ _____
3)_____	_____	_____ _____ _____
4)_____	_____	_____ _____ _____
5)_____	_____	_____ _____ _____
6)_____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1)_____	_____	4)_____	_____
2)_____	_____	5)_____	_____
3)_____	_____	6)_____	_____

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

Article III - Purpose

The organization is organized exclusively for charitable educational purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

We will roll out educational projects, programs and events including but not limited to: Kids and Adults

Gardening Projects, sustainable living workshops, healthy living workshops, helping and aiding other

"Green" related non-profits in their efforts.

See additional pages Other Articles

The date of each amendment(s) adoption: 10/25/2011

Effective date if applicable: 10/25/2011

(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 11/19/2011

Signature

Angie C. Aller

(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)

Angie Aller

(Typed or printed name of person signing)

President/Director

President

(Title of person signing)

**Articles of Amendment
To
Articles of Incorporation
Of
ACOG Community, Inc.
Document # N11000009070**

ARTICLE VIII – DISOLUTION

Upon dissolutions of this organization remaining assets 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 government, or to state or local government for a public purpose.

ARTICLE IX – CONFLICT OF INTEREST

The purpose of this Board conflict of interest policy is to protect ACOG Community, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ACOG Community, Inc. or might result in a possible excess benefit transaction.

Interest Person – Any Director, principal officer or member of a committee with governing powers board or delegated powers, who has direct or indirect financial interest, is an interested person.

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 ACOG COMMUNITY, INC. has a transaction or arrangement,
- b. A compensation arrangement with ACOG COMMUNITY, INC. or with any entity or individual with which ACOG COMMUNITY, INC. has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ACOG COMMUNITY, INC. 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. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. Independent Director – A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- a. is not, and has not been for a period of at least three years, an employee of ACOG COMMUNITY, INC. or any entity in which ACOG COMMUNITY, INC. has a financial interest;
- b. does not directly or indirectly have a significant business relationship with ACOG COMMUNITY, INC., which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of ACOG COMMUNITY, INC.’s executive officers or employees serve on that corporation’s compensation committee; and
- d. does not have an immediate family member who is an executive officer or employee of ACOG COMMUNITY, INC. or who holds a position that has a significant financial relationship with ACOG COMMUNITY, INC.

Article X – 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 Board or Executive Committee.

2. Recusal of Self – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. 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 Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board or Executive 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 Board or Executive 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 Executive Committee shall determine whether ACOG COMMUNITY, INC. 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 Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ACOG COMMUNITY, INC.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

a. If the Board or Executive Committee 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 afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XI – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

a. 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 Executive Committee's decision as to whether a conflict of interest in fact existed.

b. 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 with the proceedings.

Article XII – Compensation

a. A voting member of the Board who receives compensation, directly or indirectly, from ACOG COMMUNITY, INC. for services is precluded from voting on matters pertaining to that member's compensation.

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

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ACOG COMMUNITY, INC., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article XIII – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands ACOG COMMUNITY, INC. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article XIV – Periodic Reviews

To ensure ACOG COMMUNITY, INC. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.

Article XV – Use of Outside Experts

When conducting the periodic reviews as provided by Article XV, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.