

NI/0000009082

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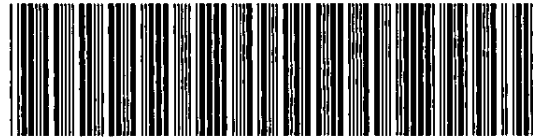
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ADK
7/16/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Barnabas, Inc.

DOCUMENT NUMBER: N11000009082

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

Please return all correspondence concerning this matter to the following:

Melissa F. Garcia
(Name of Contact Person)

(Firm/ Company)

228 Ponte Vedra Park Dr. Suite 700
(Address)

Ponte Vedra Beach, Florida 32082
(City/ State and Zip Code)

asesoriasgarcia@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa F. Garcia at 904, 910 5741
(Name of Contact Person) (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 type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certificate of Status
(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

FILED

2012 JUL 13 PM 3:56

Barnabas, Inc.

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

N110000009082

(Document Number of Corporation (if known))

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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

(Florida street address)

New Registered Office Address:

N/A

(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.

N/A

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

N/A

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

Please "amend" Article II see attachment "A"
Please "add" Article VIII-XXIV see attachment "B"

The date of each amendment(s) adoption: July 10, 2012

Effective date if applicable: July 10, 2012
(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 07-10-2012

Signature Melissa F. Garcia
(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)

Melissa F. Garcia
(Typed or printed name of person signing)

President
(Title of person signing)

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Section 1 – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

Section 2 – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

- (i) Establish, maintain, and conduct seminars for the instruction of children and adults.
- (ii) Provide assistance in teaching so as to train people to read, write, handle money, begin tutorial programs, and to have training in the skills of life including preparing them to complete a general education degree.
- (iii) Provide and foster continuing education programs as a basis for inspiration, a sharing of informative ideas, and the dissemination of applicable information, and to provide programs of instruction to the benefit of all involved.
- (iv) Carry on charitable work including, but not limited to:
 - The poor and lost.
 - The hungry and needy.
 - The sick and Shut-ins.
 - Abused Women and/or Children.
 - The individuals with physical or mental disabilities.

Section 6 – All Board of Directors shall complete a standard application for the organization primary management file.

Article X TERRITORY

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

Article XI NON-STOCK CORPORATION

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

Article XII LIMITATIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XIII REIMBURSEMENT OF EXPENSES

By resolution of the organization, the Directors and the Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Article XIV DISTRIBUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the organization, 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 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

Article VIII **MEETINGS**

Section 1 – Meetings will be held at intervals necessary to conduct the business of the organization.

Section 2 – Notice of any regular or special meeting shall be provided to any person entitled to vote at least 7 days prior to such meeting. Unless such notice is waived by the person entitled thereto.

Article IX **DUTIES OF DIRECTORS**

Section 1 – The Executive Director or President shall oversee and maintain the primary business of the organization and shall:

- a. With the Secretary, sign and deliver transactions pertaining to the business of the organization.
- b. Assist in directing the communications and marketing of the Barnabas, Inc. and any programs as approved by the Board of Directors.
- c. The Executive Director is an ex-officio member of the Board of Directors.

Section 2 – The President shall preside at all meetings of the Board of Directors.

Section 3 – The Vice-President preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 4 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Executive Director sign and deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of Barnabas, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of Barnabas, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

Article XV **SALARIES**

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and develop the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XVI **COMMITTEES**

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

Article XVII **VOTING**

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XVIII **STAFF**

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Executive Director for the cause of conducting pertinent business.

Article XIX **FINANCES**

Section 1 – The funding for this organization shall be established by the Board of Directors and the Executive Director.

Section 2 – The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3 – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

Article XX **LIABILITY**

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee

of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXI**CONFLICT OF INTEREST**

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict of Interest Policy- If the governing board 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 allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XXII **Members**

The corporation shall have no members

Article XXIII **Bylaws**

Bylaws, not inconsistent with law of these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

Article XXIV **AMENDMENTS**

Section 1 – Any Amendments of the constitution of bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.