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CLERK OF STATE
TALLAHASSEE, FLORIDA

OCT 01 2015
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NEW INSTRUMENTS OF PRAISE CHRISTIAN FELLOWSHIP, INC.

DOCUMENT NUMBER: N11000009418

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

Please return all correspondence concerning this matter to the following:

Ernestine Pemberton

(Name of Contact Person)

New Instruments of Praise Christian Fellowship, Inc.

(Firm/ Company)

9124 HAWKEYE DR

(Address)

Jacksonville, FL 32221

(City/ State and Zip Code)

ⓧ ernestinepemberton@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ⓧ Ernestine W Pemberton at 904- 613-3745
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input 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

Articles of Amendment
to
Articles of Incorporation
of

FILED

NEW INSTRUMENTS OF PRAISE CHRISTIAN FELLOWSHIP, INC

2016 SEP 28 PM 2:20

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

N11000009418

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:

(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)

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>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>P</u>	<u>Ernestine Pemberton</u>	<u>9124 Hawkeye Dr</u>
<input type="checkbox"/> Add			<u>Jacksonville, FL 32221</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>P</u>	<u>Charletta Dorsey</u>	<u>9124 Hawkeye Dr</u>
<input checked="" type="checkbox"/> Add			<u>Jacksonville, FL 32221</u>
<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			

see attached

The date of each amendment(s) adoption: 8-22-15, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____

(X) Signature Paul E. Pemberton
(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)

(X) Paul E. Pemberton
(Typed or printed name of person signing)

Vice President

(Title of person signing)

New Instruments of Praise Christian Fellowship, Inc.

Article III.

Section 13. Our additional purpose, mission, and vision is to be organized as a not-for-profit, charitable organization, exclusively for charitable, including such, purposes under 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code to be passionate for Christ, by staying focused on Jesus Christ and living an abundant life; in which sinners find salvation, the fallen find forgiveness, and the good news of Jesus Christ is shared by witnessing to everyone.

ARTICLE VIII. Roberts Rule of Order. Roberts rule of order will be used as the parliamentary authority

ARTICLE IX. Director

Section 1. Director. The Board of Directors may appoint and employ a chief administrator of the Board of Directors, designated as Director. The Director shall serve at the pleasure of the Board.

Section 2. Duties of Director. The Board of Directors may delegate to the Director the responsibility and authority for carrying out the **policies and purposes** that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Board of Directors, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

ARTICLE X. Contracts, Loans, Checks, and Deposits

Section 1. *Contracts*: The president of the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. *Loans*: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders*: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the treasurer and two officers which can be an agent of the Corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 4. *Deposits*: The board of directors and finance committee together shall determine how funds of the corporation will be deposited. All funds of the corporation shall be credited to the corporations account. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks and trust companies.

Article XI. Books and Records

The corporation shall keep correct and complete books and records of accounts, including but not limited to financial records, and shall also

keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. **All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.**

Article XII. Dissolution or Sale of Assets

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. This organization will permanently dedicate its assets for section 501 c(3) purposes. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, **be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code and/or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposed set forth in the by-laws.**

Article XIII. Compensation

Compensation: officers shall by virtue of their office be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation.

Article XIV. Conflict of interest

Section 1. 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 meetings 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.

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. Chairperson of the governing board or committee shall, if appropriate, appoint a disinterest 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 Fund 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 directors whether the transaction or arrangement is in the Fund'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.

Section 2: Violations of the Conflict of Interest Policy.

- a. If the governing board or 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 governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 3: RECORDS OF PROCEEDINGS

The minutes of the governing 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 governing board's or 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 transactions or arrangement, and a record of any votes in connection with the proceedings

XIV. Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Directors, provided that at least 10 days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of

Directors, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 3. Financial Reporting. For financial reporting purposes the Board of Directors shall report from October to September of each year.

Section 4. Indemnification. The Board of Directors shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a member of the Board of Directors or Officer of the Board of Directors and (b) any Board of Directors or Officer of the Board of Directors who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Board of Directors, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of Florida, as amended from time to time; and the Board of Directors may, in the discretion of the Board of Directors, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Board of Directors and Officers. Each Board of Directors and Officer of the Board of Directors shall disclose in writing to the Board of Directors any conflict of interest which he believes may arise in connection with his service as a Board of Directors or an Officer of the Board of Directors. No contract or other transaction between the Board of Directors and any other corporation, firm, association, or other entity in which one or more of its Board of Directors or Officers are directors or officers, or have a substantial

financial interest, shall be either void or voidable for this reason alone or by reason alone that such Board of Directors of Board of Directors or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Board of Directors or Officer.