

N 11000009473

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

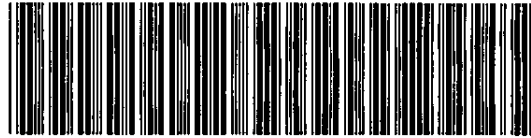
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700260371797

05/20/14--01009--022 **35.00

FILED
14 MAY 20 PM 2:46
FELLSMASS 160604

JUN 03 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Feeding the Hungry, Inc.**

DOCUMENT NUMBER: **N11000009473**

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

Please return all correspondence concerning this matter to the following:

Omar C Portocarrero

(Name of Contact Person)

Feeding The Hungry, Inc.

(Firm/ Company)

8500 Water Cay

(Address)

West Palm Beach, FL 33411

(City/ State and Zip Code)

omarp@comcast.net

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

For further information concerning this matter, please call:

Omar Portocarrero

(Name of Contact Person)

at (**240**) **750-5055**

(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
14 MAY 20 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(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**)

1651 62nd Ave So.

West Palm Beach

Fl. 33411

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, 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> |

| Type of Action (Check One) | Title | Name | Address |
|------------------------------------|-------|-------|---------|
| 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 | | | _____ |

Article 3

Page 3 of 4

The date of each amendment(s) adoption: May 1, 2014, if other than the date this document was signed.

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.
- ☒ 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 May 1, 2014

Signature [Signature]

(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)

Omar Portocarrero

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
14 MAY 20 PM 2:46
TALLAHASSEE, FLORIDA

ARTICLE 3

PURPOSES AND POWERS

- A. Purposes. The Corporation is organized as a Florida nonprofit Corporation to engage in any lawful act for which a nonprofit corporation may be organized under the Act and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the internal revenue code of 1986 (the "Code") (or under the corresponding provision of any future United States Internal Revenue law). The specific purposes and objectives of the Corporation shall include, but not limited to, the following:
1. Our by-laws list is our purpose.
 2. It is also our purpose to help Casa del Monte residents to feed their hungry, we have approximately 5000 residents, 1000 of which are children. We feed people twice a week with donated food from multiple sources.
 3. We tutor our school children from Chloe Lakes Elementary at least twice a week and by special appointment. We have adults and young adult volunteers that help.
 4. We are looking forward to Vacation Bible School; where we teach swimming again this year and provide meals all summer for the children.
 5. Feeding the Hungry.inc develops adequate resources to accomplish goals and objectives through a variety of innovative fund-raising strategies.
 6. We partner with many non-profit agencies, like Workforce Alliance, The Lords Place, Dress for Success. Last October we partnered with PBSO, and the parks management to put on a huge information fair. We had Colleges attend; along with Planned Parenthood. We enclosed a flyer from the fair; it was a great success. We are working to be able to be a small 211 referral service for all their needs.
 7. The Pastor Omar has a very hands-on approach to helping and teaching. This is place is occupied by a live in resident manager. We try to be available to help whenever needed.
 8. We give away furniture, clothes, household items, books and toys. Our last Christmas we gave away 500 toys in partnership with different churches and groups. We charge no fees for any of our activities.
 9. All our activities except for the small clubhouse, are conducted here in the trailer; with the exception of field trips.
 10. The activities are conducted by Pastor Omar, the resident manager and our volunteers. The trailer is on call 24 hours a day. Everything we do is to help, Casa del Monte's many residents get their great needs met. The activities are funded by donations, when we become officially non-profit we will be able to receive greater donations and thereby help more people.

Feeding the Hungry, Inc
45-3532462

11. At this time; Tuesdays, Thursdays and Sunday are our only non-scheduled days, we seek to provide ESL classes, 12-step recovery classes and other activities along those lines.

B. Powers. The Corporation shall have and may exercise all the powers now or hereafter conferred upon nonprofit corporations under the laws of Florida and may do everything necessary for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

C. Limitations. The foregoing purposes and powers shall be subject to the following limitations:

1. No part of the net earnings of Feeding the Hungry, Inc shall inure to the benefit of, or be distributable to, any director or officer of Feeding the Hungry, Inc or any other private individual (except that reasonable compensation may be paid for services rendered to or for Feeding the Hungry, Inc affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for Feeding the Hungry, Inc by any employee, or any other person or Corporation, pursuant to and upon authorization of the board of directors); and provided further that no director or officer of Feeding the Hungry, Inc, or any private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of Feeding the Hungry, Inc or otherwise. No substantial part of the activities of Feeding the Hungry, Inc shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the code. Feeding the Hungry, Inc shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
2. Upon dissolution of Feeding the Hungry, Inc, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501(c)(3) of the code as determined by Feeding the Hungry, Inc's Board of Directors.
3. Notwithstanding any other provision hereof, Feeding the Hungry, Inc shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of Section 501(c)(3) of the code.

Feeding the Hungry
45-3532462

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's Feeding the Hungry.inc's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Feeding the Hungry.inc or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system of which Feeding the Hungry.inc is a part, he or she is an interested person with respect to all entities in the health care system.]

2. 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 Feeding the Hungry.inc has a transaction or arrangement,
- b. A compensation arrangement with the Feeding the Hungry.inc or with any entity or individual with which Feeding the Hungry.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 Feeding the Hungry.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. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. 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 meeting while the determination of a conflict of interest is discussed and voted upon.

Feeding the Hungry
45-3532462

The remaining board or committee members shall decide if a conflict of interest exists.

3. 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. The chairperson of the governing board or 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 governing board or committee shall determine whether Feeding the Hungry,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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Feeding the Hungry,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.

Instructions for Form 1023 -25-

4. Violations of the Conflicts 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.

Article IV

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 transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Feeding the Hungry
45-3532462

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from Feeding the Hungry.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 Feeding the Hungry.inc for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Feeding the Hungry.inc, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands Feeding the Hungry.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 taxexempt purposes.

Article VII
Periodic Reviews

To ensure Feeding the Hungry.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, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Feeding the Hungry.inc's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Feeding the Hungry.inc 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.

Feeding the Hungry
45-3532462

Pastor Omar Portocarrero and his brother Marco T Portocarrero use these guidelines to resolve any issues they might have to consider. In 2011 the brothers were in a partnership of sharing the this vision. Marco provided financially what was needed to get started, the remodeling and the monthly overhead. Pastor Omar responsible for everything else a huge task for a man who was also working another full-time job. On September of 2013 things changed for Marco, he had family needs to care for, he remains with us on the board of directors, but, is no longer contributing financially. There is no conflict.

14 MAY 20 PM 2:46
FALLAHSSEE, FLORIDA