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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
FEB 12 2014
EXAMINER

Ethel R. Lee
3413 Native Dancer Trail
Tallahassee, Florida 32309
850-597-4803

January 25, 2013

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Matters Of The Heart Ministries, Inc.

N11000011201

On January 23, 2014 I filed for the dissolution of Matters Of The heart Ministries, Inc. in error; it was never the intent to dissolve the ministries. The intent was to notify the State that The Articles of Dissolution had been adopted. When I was not instructed to upload the documents on line, I became concerned. On Friday, I received the certificate stating Dissolution which confirmed me being concern. This \$43.75 was truly an error.

I did call and was instructed to file Articles of Amendment to actually notify the State of the adoption; which I've included as well.

Thank you for your cooperation in assisting me in clearing up this matter.

Sincerely,



Ethel R. Lee

President

RECEIVED
14 JAN 28 PM 4:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2014

ETHEL R. LEE
3413 NATIVE DANCER TRAIL
TALLAHASSEE, FL 32309

SUBJECT: MATTERS OF THE HEART MINISTRIES, INC.
Ref. Number: N11000011201

We have received your document for MATTERS OF THE HEART MINISTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We do not file the bylaws. You can file an amendment for the corporation to the original articles. You keep the by laws for your records.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 914A00002332

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Matters OF The Heart Ministries, Inc

DOCUMENT NUMBER: N11D00011201

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

Please return all correspondence concerning this matter to the following:

Ethel R. Lee
(Name of Contact Person)

(Firm/ Company)

3413 Native Dancer Trail
(Address)

Tallahassee, Fl. 32309
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Ethel R. Lee at (850) 597-4803
(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 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

Articles of Amendment
to
Articles of Incorporation
of

APPROVED
AND
FILED

14 FEB 10 PM 4:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Matters OF The Heart Ministries, Inc.

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

N11000011201

(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, 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	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
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3) <input type="checkbox"/> Change	_____	_____	_____
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6) <input type="checkbox"/> Change	_____	_____	_____
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APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

Of

Matters Of The Heart Ministries, Inc.

Article 1 - Name Of The Corporation

Section 1: The name of the organization shall be Matters Of The Heart Ministries, Inc.

Section 2: M.O.T.H. is the acronym for Matters Of The Heart Ministries, Inc. and may, at times, be used verbally to reference Matters Of The Heart Ministries, Inc. but not in writing.

Article 2 - Purpose Of The Corporation

Section 1: Matters Of the Heart Ministries, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organization under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3 - Office Location

Section 1: The principal office of Matters Of The Heart Ministries, Inc. shall be located within or without the State of Florida, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. Matters Of The Heart Ministries, Inc. shall continuously maintain within the State Of Florida a registered office at such place as may be designated by the Board of Directors.

Article 4 - Members

Section 1: Matter Of The Heart Ministries, Inc. shall have no members.

Article 5 - Board Of Trustees

Section 1: Names

The names and address of the persons who are the initial Trustees of the corporation are as follows:

Ellis, Sharri
5803 Bitter Orange Ave.
Tampa, FL 33605

Holmes, Evelyn Nancy
1210 East Ray Charles BLVD. #523
Tampa, FL 33602

Lee, Ethel R.
3413 Native Dancer Trail
Tallahassee, FL 32309

Lee, Kevin W.
3630 S.E. Cesar Chavez BLVD.
Portland, OR 97202

Lee, Semon W.
3413 Native Dancer Trail
Tallahassee, FL 32309

Section 2: Number

The corporation shall not be less than three (3) and will maintain an odd number, never an even number, of members on the board and they shall collectively be known as the Board Of Trustees. The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Trustee nor shall the number of Trustee be decreased at any time to less than three.

Section 3: Manner Of Election

Trustees will be appointed/nominated; but voted upon by the existing Board Of Trustees. This will be based upon the candidates' involvement with the corporation and their character.

Section 4: Duties

It shall be the duties of the Trustees to:

- a. Give full attention and input to the matters concerning the corporation. This can be done by way of prayer, thought, financial contributions, and analyzing factual information provided to them of current issues or forth coming.
- b. Review and hear all major concerns of the corporation and give way to prayer prior to responding with their comments, suggestion, concerns, and input.
- c. Learn about the issues and concerns of attendants of activities. Coordinate projects. Establish and work on committees for events. Draft policies and bylaws. Attend board meetings
- d. To understand that their comments and suggestions are warranted and needful, but the final decision making of the corporation will be made by the presiding president.

Section 5: Term Of Office And Vacancies

- a. Each Trustee shall hold office for a period of three (3) years and until his or her successor is qualified and elected.
- b. If it is the agreement of the Board Of Trustee, reappoint is allowed with no restriction of the number of times reappointment occurs.
- c. A Trustee may submit a formal letter of resignation.
- d. Vacancies on the Board Of Trustees shall exist (1) on the death, resignation, or removal of any Trustee (via a formal letter), and (2) whenever the number of authorized directors is increased.

Section 6: Compensation

Trustees shall serve without compensation except that a reasonable fee may be paid to Trustees for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payment to Trustees shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

Section 7: Regular/Special Meetings

Regular meeting shall be held at the principal office of the corporation.

Special meetings of the Board Of Trustees may be called by the chairperson of the Board, the president, the vice president, the secretary, by any two trustees. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 8: Notice Of Meetings

There will be a 1 - 2 week notice of all upcoming meetings. Such notice may be oral or written, may be given personally, by first class mail, by email, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification and email, the Trustee to be contacted shall acknowledge personal receipt of the notification by a return message or telephone call within twenty-four (24) hours of the first facsimile transmission or email.

Section 9: Absence

Each Board member is expected to communicate with the Chairperson, President, or Secretary in advance of all Board meetings stating whether or not they are able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from [three] successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and their position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Section 10: Quorum Of Meetings

Unless a greater proportion is required by law, a majority of the Trustees then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. The actions of a majority of the Trustees present at a meeting at which a quorum is present shall be the actions of the Board Of Trustees. Currently this would be 3/5 of the Board Of Trustees

Section 11: Indemnification By Corporation Of Trustees, Executive Officers, And Financial Committee Members

The Trustees, Executive Officer, And Financial Committees of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 12: Non-liability Of Trustees

The Board Of Trustees shall not be personally liable of the debts, liabilities, or other obligations of the corporation.

Article 6 - Executive Officers And Financial Committee

Section 1: Title Of Executive Officers And Financial Committee

- a. The Executive Officers consist of: a president, a secretary, and a treasurer. The corporation may also have a chairperson of the Board Of Trustees, a vice president, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board Of Trustees.
- b. The Financial Committee consists of: The same treasurer of the Executive Officers and a secretary.

Section: 2: Duties

- a. **Duties of President:** The president shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation and the activities of the Executive officers and Financial committee. The president shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board Of Trustees. Unless another person is specifically appointed as chairperson of the Board Of Trustees, the president shall preside at all meetings. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the president shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time.
- b. **Duties of Secretary:** The secretary shall certify and keep at the principal office of the corporation the original, or a copy, of the bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of the

Executive officers and Financial committees, recording there in the time and place of holding, whether regular or special, how called, how noticed thereof was given, the names of those present or represented at the meeting, and the proceeding thereof. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, officers, committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consents.

Shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. Be custodian of the records and the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation. Exhibit at all reasonable times to any Trustee of the corporation, or to their agent or attorney, on request therefor, the bylaws, or the minutes of the proceedings of the Trustees of the corporation. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to them from time to time by the board of Trustees.

- c. **Duties of Treasure:** The treasure shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board Of Trustees. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board Of Trustees, taking proper vouchers for such disbursement.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Exhibit all reasonable times the books of account and financial records to any Board Of Trustee of the corporation, or to their agent or attorney, on request therefor. Render to the president and Trustees, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to them from time to time by the board of Trustees.

Section 3: Qualifications

Any person may serve as Executive Officer or Financial Committee that is voted in by the Board Of Trustees.

Section 4: Election And Term

Officers and Committee members shall be elected by the Board of Trustees, at any time. Each officer or committee member shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve.

Section 5: Compensation

Executive Officers, volunteers, as well as the Financial Committee shall serve without compensation except that a reasonable fee may be paid to for attending regular and special meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments made shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws. When the time comes and the corporation is financially sound to award salaries, the salaries shall be fixed and set by the Board Of Trustees. In all cases, any salaries received by an employee of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

Article 7 Execution Of Instruments, Deposits, and Funds

Section 1: Execution Of Instruments

The president, except as otherwise provided in these bylaws, may by resolution authorize any Trustee, officer, volunteer, or committee of the corporation 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 instances. Unless so authorized, no trustee, officer, volunteer, committee, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the president may select.

Section 4: Gifts

The Board Of Trustees, officers, volunteer, committee, or employees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 8 Corporation Records, Reports, And Seal

Section 1: Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of the Board of Trustees, officers, and committee. Indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the trustees, if any, of the corporations at all reasonable times during office hours.

Section 2: Corporate Seal

The board of trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3: Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 4: Periodic Report

The Board Of Trustee shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, or of this corporation to be so prepared and delivered within the time limits set by law.

Article 9 Tax Exemption Provision

Section 1: Limitations of Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its board of trustees, officers, volunteers, committee, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation

Article 10 Conflict Of Interest And Compensation Approval Policies

Section 1: Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an trustee, officer,

volunteer, committee member, or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

Section 2: Definitions

- a. **Interested Person.** Any Trustee, officer, volunteer, committee member, or any member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.
- b. **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
 - 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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 or interest. Under Section 3, paragraph B, 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.

Section 3: Conflict of Interest Avoidance Procedures

- a. **Duty of 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 Trustee and any members of committee with governing board delegated powers considering the proposed transaction or arrangement.
- b. **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, they shall leave the governing board while the determination of a conflict of interest is discussed and voted upon. It shall be decided upon if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board, but shall exit while the governing board convenes.
- d. **Violations of the Conflicts 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 afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's respond 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.

Section 4: Records Of Board and Board Committee Proceedings

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

- 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 boards or committee's decision as to whether a conflict of interest in fact existed.
- 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.

Section 5: Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

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

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. All members of the board or compensation committee who approved compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6©(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulation):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. do not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

- c. the board or compensation shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation level paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 - 2. the availability of similar services in the geographic area of this organization;
 - 3. current compensation surveys compiled by independent firms;
 - 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board of compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations is the same or similar communities for similar services

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 - 1. the terms of the compensation arrangement and the date it was approved;
 - 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;

3. the comparability data obtained and relied upon and how the data was obtained;
4. if the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. if the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to , and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. the minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 day after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements.

The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6: Annual Statements

Each trustee, officer, volunteer, 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 the corporation 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.

Section 7: Periodic Reviews

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

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation 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.

Article 11 Amendment Of Bylaws

Section 1: Amendment

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as many otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, or repealed, and new bylaws adopted by approval of the Board Of Trustees.

Article 12 Construction And Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles shall be govern.

Should any of the provisions or portions of the bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an officer of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue code of 1986 as amended from time to time, or to corresponding provisions of nay future federal tax code.

Article 13 Dissolution of Corporation

Section 1: Distribution Of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Adoption Of *Amendment to Articles*

We, the undersigned, are all of the initial Board Of Trustees of this corporation, and we consent to and hereby do, adopt the foregoing bylaws, consisting of 20 preceding pages, as the *Amendment* of this corporation.

Date: March 29, 2013

APPROVED
AND
FILED

The date of each amendment(s) adoption: 3-29-13, if other than the date this document was signed.

14 FEB 10 PM 4: 27

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ERL
3-29-13 1-25-14

Signature

Ethel R. Lee

(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)

Ethel R. Lee

(Typed or printed name of person signing)

President

(Title of person signing)