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FILED
2012 MAY 22 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GLOBAL ORPHANS TRUST & HUMANITARIAN SERVICES, INC.

DOCUMENT NUMBER: N12000000045

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

Please return all correspondence concerning this matter to the following:

Radwan Chowdhury

(Name of Contact Person)

Associated Management Corp

(Firm/ Company)

4308 Lake Woodbourne Drive

(Address)

Jacksonville, FL 32217

(City/ State and Zip Code)

amcgroup@live.com

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

For further information concerning this matter, please call:

Radwan Chowdhury

(Name of Contact Person)

at (**904**) **759-6644**

(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

GLOBAL ORPHANS TRUST & HUMANITARIAN SERVICES, INC.

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

N12000000045

(Document Number of Corporation (if known))

FILED
2012 MAY 22 AM 10:19
CLERK 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:

(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 type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input 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	_____	<u>N/A</u>	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>N/A</u>	_____ _____ _____

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

Please see attached 3 page documents

Please add the FEIN # 45-4168566

Global Orphans Trust & Humanitarian Services, Inc. (GOTAHS)

4308 Lake Woodbourne Drive, Jacksonville, FL 32217-4482

FEIN # 45-4168566

Resolution of the Board of Directors

APPENDIX - I

We, the directors of Global Orphans Trust & Humanitarian Services, Inc, hereby confirm that among other activities this organization may be providing charitable funds or charitable goods to foreign organizations for purposes which are exclusively charitable and/or educational, aimed at providing support to orphaned and abandoned children and youth around the globe specially in developing countries.

We will ensure that the organization maintains control and responsibility over the use of all charitable funds or charitable goods granted to any foreign organization with the help of the following procedures:

- a) The making of contributions and grants and otherwise rendering financial assistance for the organization's purposes expressed in the Articles of Incorporation and the Bylaws shall be within the exclusive power of the board of directors;
- b) In furtherance of the organization's purposes, the board of directors shall have power to approve and make grants to any organization organized and operated exclusively for charitable, educational, religious, and/or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code;
- c) The board of directors must review all requests for funds from other organizations and shall request to acquire supporting grants spending schedules by the other foreign or local nonprofit organization. After the approval by the board of director's grant shall be released to guarantor by GOTAHS, in the form of a 1 check or different installment check as approved by the board of directors.
- d) After the board of directors has approved a grant to another organization for a specific purpose, the organization may solicit funds for the grant to the specifically approved project or purpose of the other organization; however, the board of directors shall at all times have the right to withdraw approval of the grant after careful review once board of directors determined on legitimate reason to withdraw the approved grants, the funds shall be available and use the funds for other charitable and/or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code;
- e) The board of directors shall require that the grantees furnish a periodic accounting to show that the goods or funds were expended for the purposes which were approved by the board of directors;
- f) The board of directors may, in its absolute discretion, refuse to make grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

This resolution is effective the date it is approved.

Global Orphans Trust & Humanitarian Services, Inc. (GOTAHS)

4308 Lake Woodbourne Drive, Jacksonville, FL 32217-4482

APPENDIX - II

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the internal revenue code, or corresponding section of any further federal tax code, or shall be distributed of 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 a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

This resolution is effective the date it is approved.

APPENDIX - III

Structure of the Organization

1. **General Body (GB):** The general body (GB) shall consist of all the active members of Organization.
2. **Board of Directors (BD):** The board of directors shall be an elected or appointed body of active members of the Organization who jointly oversees the activities and administers the affairs of the Organization.
3. **Executive Committee (EC):** The Board of Directors shall elect among themselves a committee of four (4) Executive Officers called the Executive Committee (EC). The EC shall be consist of the (1) President; (2) vice president; (3) Secretary; and, (4) treasurer.
4. **Assistant Officers and Committees:** The Board may, from time to time, appoint such assistant officers and committees from within and outside the GB, as it may deem desirable. Each such officer or committee shall hold office for such period and perform such duties as determined and approved by the BD.
5. **Advisory Council (AC):** The board of directors shall appoint an advisory council consisting of not less than three (3) or more than fifteen (15) members with outstanding contribution in the area of financial support, professional experience and commitment.
6. **Board of Trustee (BT):** Founding members (Wasim Ali, MD, Khawar Quraishi and Radwan Chowdhury) will remain lifelong board of trustee unless they choose to resign from the post furthermore no election and or amendment to this portion of the bylaws can ever be undertaken. There will be no election for board of trustee and 3 founding members will appoint 4th board of trustee from outgoing elected board members.

BOARD OF DIRECTORS (BD)

1. **Authority.** The business and affairs of the Organization shall be managed by a Board of Directors. The Board may exercise all the authority of the Organization, except as otherwise provided in these By-Laws. The Board shall keep full and fair accounts of its transactions. The Board shall have an oversight role of the Organization.
2. It is expected that the President (Ameer) shall manage the day to day operations of the GOTAHS with the help of Executive team, the board of directors, the assistant officers and the advisory council under this controlling documents. However, if at any time, a majority of the Board adopts a resolution that a certain policy or decision of the President is not in the best interest of the community; it shall have the authority to review the said decision with the President and try to resolve the issue. If a satisfactory

resolution cannot be achieved, then the Board of Directors shall have the authority to overrule the President's decisions by an affirmative majority vote.

3. **Number of Directors.** The initial number of Directors of the Organization shall be nine (9) however by an affirmative vote of 75% (3/4) of the entire Board, the number of its Directors may be increased or decreased, from time to time, but shall never be less than seven (7) Directors.
4. **Term of Directors.** Each Director shall serve a three (3) year term, except for the initial Directors, who shall be elected for staggered terms, as provided herein. Upon expiration of a director's term, a director could be re-elected as long as he/she is duly nominated and elected by the active members of Organization.

Diversity of Directors. To maintain the diversity of the organization, the Board of Directors must not be more than fifty percent (50%) from single foreign country of birth. In case, after a sincere effort is made and BD still failed to meet the diversity requirement, the residual board shall remain functional without diversity clause. This diversity clause shall not be applicable to US born residents.

This resolution is effective the date it is approved.

Adoption of Appendix I, II and III

We, the undersigned, certify that we are the presently elected and acting President, Secretary and Treasurer of Global Orphans Trust & Humanitarian Services, Inc, (GOTAHs) and the above bylaws, consisting of 24 pages, were adopted at meeting of the board of directors held on May 18, 2012.



Radwan Chowdhury – Treasurer

05/18/12
Date

STATE OF FLORIDA
COUNTY OF DUVAL

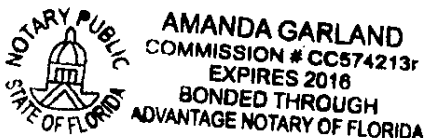
Before me, a notary public in and for said state and county, personally came, as Secretary & Chairman of Global Orphans Trust & Humanitarian Services, Inc, (GOTAHs), thereunto duly authorized, to me well known or who produced the following identification, FL-DL # C360-722-74-006-0, and known to be the person named in the foregoing ByLaws, and they acknowledged that they executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my official seal the, 18 day of May, 2012.

(SEAL)



NOTARY PUBLIC, State of FL



The date of each amendment(s) adoption: May, 18, 2012

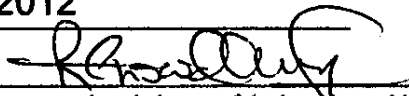
Effective date if applicable: May, 18, 2012
(no more than 90 days after amendment file date)

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 05/18/2012

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)

Radwan Chowdhury

(Typed or printed name of person signing)

Treasurer

(Title of person signing)