

N12000010624

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

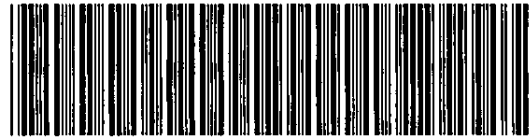
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2013

EMELYNE SMITH
1800 N MILITARY TRAIL, STE 223
PALM BEAC GARDENS, FL 33410

SUBJECT: FAMILY IMPROVEMENT INC
Ref. Number: N12000010624

We have received your document for FAMILY IMPROVEMENT INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Carol Mustain
Regulatory Specialist II

Letter Number: 613A00010674

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **FAMILY IMPROVEMENT INC**

DOCUMENT NUMBER: **N12000010624**

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

Please return all correspondence concerning this matter to the following:

EMELYNE SMITH

(Name of Contact Person)

FAMILY IMPROVEMENT INC

(Firm/ Company)

1800 N MILITARY TRAIL STE 223

(Address)

PALM BEACH GARDENS, FL 33410

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

EMELYNE SMITH

(Name of Contact Person)

at (**561**) **856-1738**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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

FAMILY IMPROVEMENT INC

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

N12000010624

(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:

ORGANIZATION FOR FAMILY IMPROVEMENT INC

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

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

SEE ATTACHMENT FOR AMENDING ARTICLES.

The date of each amendment(s) adoption: JANUARY 21, 2013

Effective date if applicable: JANUARY 21, 2013

(no more than 90 days after amendment file date)

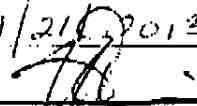
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ 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

1/21/2013

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)

EMELYNE SMITH

(Typed or printed name of person signing)

CHAIR PERSON AND DIRECTOR

(Title of person signing)

ARTICLE I**NAME AND LOCATION**

Section 1. Name. The name of this corporation shall be Organization for Family Improvement Inc. unless and until changed by amendment to the Articles of Incorporation.

Section 2. Purpose. This Not-for-Profit corporation is incorporated in Palm Beach County as a behavioral health organization to provide comprehensive continuum of services that is culturally sensitive and designed to enable children and adolescents to live successfully in their family and community.

Section 3. Principal Office. The principal office of this corporation shall be located at 10800 N. Military Trail, # 223 Palm Beach Gardens, FL 33410 or such other place as the Board of Directors may determine.

Section 4. Place of Business and Other Offices. This corporation may conduct its business at such places and may establish other offices at such places as the Directors may from time to time determine.

ARTICLE II**1. Purpose of Annual Meeting**

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place designated by the Board of Directors, for the purpose of electing officers, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Florida, such meeting shall be held on the next succeeding business day. If the election of officers is not held on the day designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as is convenient.

Section 2. Notice of Annual Meeting. Written notice of the annual meeting stating the place, day, and hour of said meeting shall be delivered to each Director, not less than seven (7) days nor more than fourteen (14) days prior to the date of said meeting. The purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the corporation, with postage thereon prepaid.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time or times as the Directors may fix. Written notice of the meeting stating the place, day, and hour of said meeting shall be delivered to each Director, not less than seven (7) days nor more than fourteen (14) days prior to the date of said meeting. The purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the corporation, with postage thereon prepaid. Notice may be given via Electronic Mail.

Section 4. Special Meetings and Notice Thereof. Special Meetings of the Board of Directors may be called by the chairman of the Board of Directors, or by a majority of the Board of Directors. Special meeting shall be convened not less than three (3) days nor more than five (5) days after being called. The Secretary shall give written notice of time, place and purpose of the special meeting to each member, either personally or by mail, at least (2) days in advance of said meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member of this address as it appears on the records of the corporation, with postage thereon prepaid. Notice may be given via Electronic Mail.

Section 5. Place of Meeting. The Board of Directors may designate any place as the place of the meeting for any annual or special meeting.

Section 6. Quorum. A majority of the Directors must be present in person in order to transact business at any annual, regular, or special meeting. Except as provided herein, by the Articles of Incorporation or the laws of Florida, the affirmative vote of the majority of the Directors present shall be the act of the Directors.

Section 7. Presiding Officer. The Chair of the corporation, or the Vice-Chair, in the absence of the Chair, shall preside at all meeting of the Board of Directors of the corporation. The Secretary of the corporation shall record the minutes of all meetings.

Section 8. Voting. At the annual, regular, and special meetings of the Directors, each Director shall be entitled to cast one vote. Each Director must cast his vote in person. No proxy voting shall be allowed.

Section 9. Urgent Matters. Urgent matters will handled by advising available Board Members and conducting a meeting via conference call.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. Except as otherwise provided therein, the Articles of Incorporation, or By-Laws, the Board of Directors shall have full power to operate and manage the property, business and affairs of this corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be a minimum of four (4). The Directors must be persons eighteen (18) years of age or older who reside within the boundaries of Palm Beach County, Florida, or who have previously resided.

Section 3. Terms. All Directors shall serve a term with their chairmanship of the Organization for family improvement.

Section 4. Vacancy. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by a majority vote of the members of the Board of Directors. Directors elected to fill a vacancy shall be elected for the unexpired term of their committee Chairmanship and shall be qualified to hold such office in accordance with Section 2 of this Article.

Section 5. Resignations. Any Director may resign at any time by delivering a written resignation to the Chairman or secretary of the Board of the Directors.

Section 6. Removal of Directors. A Director who fails to attend (3) consecutive meetings or otherwise fails to perform the duties placed upon him as a Director may be removed, subject to the approval of the Board of Directors.

Section 7. Compensation. Directors of this corporation shall receive no compensation for their services.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other officers as may be elected in accordance with the Articles of Incorporation and By-Laws. The Board of Directors may also elect one Assistant Vice-Chairman, Secretary, or Treasurer, as it deems fit.

Section 2. Election and Term of Office. The manner in which the officers are elected or appointed is as set forth in these by-laws of Family Improvement Inc. The Officers of the corporation shall be elected by the Board of Directors at their annual meeting, unless a quorum is not present. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall be duly elected and qualified or until he is removed from office by the Board of Directors.

Section 3. Vacancies. Vacancies in any office which occur for any reason may be filled by the Board of Directors from the unexpired portion of term.

Section 4. Removal. Any officers elected or appointed by the Board of Directors may be removed by an affirmative vote of the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 5. Chairman. The chairman shall preside at all meetings of the Board of Directors of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Directors to delegate to any other person any specified delegable power. The chairman shall execute in the name of the corporation all deeds, mortgages, bonds, written contracts or other instruments which the Board of Directors has authorized to be executed and affix thereto the corporate seal, except in cases where the signing and execution thereof shall be expressly delegated to some other officers or Agent of the corporation. The chairman shall have the power to appoint standing and special committees. The chairman shall perform all other such duties as are usually incident to this office and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chairman. The Vice-Chairman (or in the event there shall be more than one, then in the order of their election) shall preside in the absence of the Chairman and shall perform the duties of the chairman, and when so acting shall have all the powers of and be subject to all restrictions upon the chairman. The Vice-Chairman and such other duties as may from time to time be assigned to him by the chairman or the Board of Directors.

Section 7. Secretary. The secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; be the custodian of the corporate records and corporate seal; keep a register of the name and post office address of each Board member; shall attest to the signing and sealing by the chairman or other officer of all instruments when so required; and shall perform all other duties as are usually incident to the office of the secretary and much other duties as from time to time may be assigned by the chairman of the Board of Directors.

Section 8. Treasurer. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

ARTICLE V

STAFF

Section 1. Executive Director and Director of Operations. The Board of Directors may employ an Executive Director and such other employees as are necessary to carry out the business and affairs of the corporation. The Executive Director and Director of Operations shall select the other employees who shall be hired after ratification of the Board of Directors. The salary or wages and other terms and conditions of employment shall be set by the Board of Directors who may enter into contracts of employment with such employees on behalf of the corporation. The Board of Director shall conduct annual performance evaluation of the Executive Director and Director of Operations.

Section 2. Nepotism. Pull policy from personnel manual. No person so hired shall work under the direct supervision of any relative.

Section 3. Other Staff. The Executive Director shall have the right to terminate the employment of any staff member after ratification by the Board of Directors. The Executive Directors shall be responsible for managing the daily operation of staff members and for maintaining appropriate standards of performance, conduct and discipline. The Board of Directors shall transmit instructions to the staff only through the Executive Directors.

COMMITTEES

Section 1. Standing Committees

- A. Executive Committee-consist of Chair of the Board and members as the Chair may appoint. Shall work with Executive Director to plan, establish budgets, and make recommendations to the Board for programs that fulfill the mission of the Center. Once program and budget have been approved by the Board, shall assist Executive Director upon request and be responsible for oversight of programs in cooperation with the Executive Director.
- B. Audit Committee- Shall consist of the Treasurer and members as the Chair may appoint. Shall work with Executive Director and Accountant to oversee the preparation of annual budget for approval by the Board. Shall be responsible for developing and implementing all financial



- aspects of all proposed programs, events, and functions and shall make recommendations to the relevant committee and to the Board.
- C. Nominating Committee-Shall consist of members as the Chair may appoint. Shall work with Chair to set up procedures for nominations of officers at the annual meeting. Nominations shall also be accepted from the floor. All Officers and Directors shall be elected by majority vote of those present. There must be a quorum for elections to occur. Shall be responsible for soliciting new members to join the Board of Directors upon expiring terms or vacancies, and shall make recommendations to the Board for approval. The nominating committee shall serve only one year.
- D. Fundraising Committee-Shall consist of the Treasurer and members as the Chair may appoint. Shall work to assure funds are available for projected annual budgets for three years out by raising funds. Shall raise funds by sponsoring events, soliciting donors, and finding in-kind sources of donations to the center. All activities must be recommended to the Board for approval.

Section 2. Standing Committee Chair. All Committee chairs shall be appointed by the Chair each year and shall be members of the Board of Directors in good standing. Once appointed, Chairs shall coordinate transition with existing Chair and shall submit a committee budget for the operating fiscal year.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Director Chair shall be the only authorized party to execute any contract with any party not a funder.

Section 2. Notes, Checks, Drafts, or Orders. All notes, checks, drafts, or orders for the payment of money or evidence of indebtedness shall be signed by two persons, including at least one Officer of the Corporation, and/or one person of the Administration. In the absence of such determination by the Board of Directors such instrument shall be signed by the Treasurer and/or one person of the Administration.

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, savings and loan associations or other depositories as the Board of Directors may select.

Section 4. Investment. Any funds of the corporation which are not currently needed for the activities of the corporation may at the discretion of the Board of Directors be invested in federally-insured institutions or in obligations of the United States Government or agencies thereof who obligation re fully guaranteed by the United States Government.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

Section 6. Party Transactions. The Agency does not allow any related party transactions between Board Members, or between Board members and members of their family.

Section 7. No one other than the Board of Director Chair may open any account, credit line, or credit card.

ARTICLE VII

BOOKS AND RECORDS

Section 1. Books and Records. The corporation shall keep current and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and addresses of the Directors of the corporation.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Indemnification. The corporation shall indemnify every Director or officer, his or her heirs, executors and administrators against expenses, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his or her being or having been a Director or officer, to the full extent permitted by law. The corporation shall obtain appropriate insurance for this purpose.

Section 2. Principal Office. The Principal Office of the corporation shall be at such location within Palm Beach County, Florida, as shall be determined by the Board of Directors. The name and address of the registered agent is:

Section 3. Seal. The Corporation shall have a corporate Seal.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of October of each year and end of the last day of September of the following year.

Section 5. Annual Audit. The Financial books and records of the corporation shall be audited annually by an independent Certified Public Accountant.

Section 6. Non-Discrimination. This corporation is equal opportunity employer and shall make its services available without regard to race, color, creed, sex, age, ancestry, national origin or disability.

Section 7. Political Activity. The corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. No portion of its funds shall be used for lobbying nor shall such funds be used to influence legislation. These By-Laws shall not, however, be construed to limit the right of any official of this corporation to appear before any

legislative committee, at his own expense, to testify as to matters involving the corporation.

Section 8. Dues. There shall be no membership fees or dues.

Section 9. Dissolution. In the event of the dissolution of the corporation, the Board of Directors shall, after payment of all liabilities of the corporation, dispose of the assets of the corporation to such organizations organized and operating exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or Organizations under section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for the purposes substantially similar to that of the Corporation.

ARTICLE IX

AMENDMENTS

Section 1. Amendment. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority vote of the Directors of the corporation present at an annual or a duly summoned special meeting of the Directors of the Corporation. At least seven (7) days prior, written notice setting forth the proposed action shall be given to the Directors in accordance with the notice requirements provide for herein.

ARTICLE X

INCORPORATION

Section 1. Board of Directors. The names and street addresses of the Board of Directors for these Articles of Incorporation are:

1. Emelyne Ambroise Smith, Board Chair/CEO
203 Second Court
Palm Beach Gardens, Fl 33410

2. Mathilde Ambroise, Secretary
8176 Sandpiper Way
West Palm Beach, Fl 33401

3. Vardine Simeus, Treasurer
6375-A Seven Springs BLVD
Green Acres, Fl 33463

4. Connie Barattini, Member
321 Ellamar Rd
West Palm Beach, Fl 33405

5. Maria Helene Rojas, Member
1001 Admore Rd
West Palm Beach, Fl 33463