

N12000011521

(Requestor's Name)

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(City/State/Zip/Phone #)

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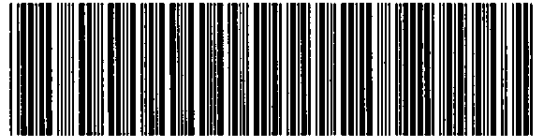
(Business Entity Name)

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DIVISION OF CORPORATIONS
15 JAN 13 AM 9:05

C.L.
1-15-15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2014

HERBERT W DOBSON / STREET SOLDIER MINISTRIES INC
PO BOX 1753
WEST PALM BEACH, FL 33402 US

SUBJECT: STREET SOLDIER MINISTRIES, INC.
Ref. Number: N12000011521

We have received your document for STREET SOLDIER MINISTRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We do not file your by-laws. Please keep them for your records.

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

Carolyn Lewis
Regulatory Specialist II

Letter Number: 914A00026976

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: STREET SOLDIER MINISTRIES, INC.

DOCUMENT NUMBER: N12000011521

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

Please return all correspondence concerning this matter to the following:

HERBERT W DOBSON

(Name of Contact Person)

STREET SOLDIER MINISTRIES INC

(Firm/ Company)

P O BOX 1753

(Address)

WEST PALM BEACH, FL 33402

(City/ State and Zip Code)

STREETSOLDIERS@GMX.COM

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

For further information concerning this matter, please call:

HERBERT W DOBSON at (561) 512-2522

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
For
STREET SOLDIER MINISTRIES, INC.

ARTICLE I

N12000011521

Offices and Purposes

Section 1 – Registered Office. The registered office of STREET SOLDIER MINISTRIES, INC., a Florida not-for-profit corporation (the "Corporation"), shall be located in the County of Palm Beach, State of Florida.

Section 2 - Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

Section 3 – Mission, Philosophy and Goals. The purpose for which the Corporation is organized is

- (a) To further hope found in the gospels of Jesus Christ, while providing basic essentials as food and clothing to the underemployed, unemployed and homeless men, women and children that are in need without regard to race, color, creed, national origin or ancestry.
- (b) To assist anyone seeking help navigating through the various community assistance programs available.
- (c) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Sec. 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), in the course of which operations:
 - (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, board of directors, officers, or other 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 set forth herein;
 - (2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office except as authorized under the Code;
 - (3) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Sec. 501 (c)(3) of the

- (3) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Sec. 501 (c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sec. 170 (c)(2) of the Code (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE II **Directors**

Section 1 - Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida.

Section 2 - Compensation. Unless specifically authorized by a resolution of the Board of Directors, the directors shall serve in such capacity without compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payments shall preclude any director from serving in any other capacity and receiving compensation therefrom.

Section 3 - Number, Election & Term. This Corporation shall have a minimum of three (3) directors and a maximum of seventeen (17) directors. The number of directors of the Corporation may be revised from time to time, within any limits set forth in the Articles of Incorporation, by resolution of the Board of Directors. Any decrease in the number of directors shall not shorten the term of an incumbent director. The initial Board of Directors shall be elected by the incorporator. Thereafter, at each annual meeting the Board of Directors shall elect directors to hold office. The initial directors shall serve for a term of either one (1) year or two (2) years, as determined by the incorporator. Directors shall thereafter be appointed by a majority of the Board. Each director (other than as set forth above) shall hold office for a term of two years and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office or death. Nothing herein contained shall be construed to prevent the appointment of a director to succeed him or herself.

Section 4 - Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors.

Section 5 - Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed, with or without cause, by the vote of a majority of the full Board of Directors. In addition, any director who is absent from three (3) consecutive meetings without the prior consent of the President of the Board of the Corporation may be removed by a majority vote of the directors present at any regular or special Board meeting. In addition, if the Board has established annual dues for directors, a director shall be automatically removed for non payment of such annual dues. Board members removed pursuant to this section shall not continue to serve on the board and such removal shall create a vacancy.

Section 6 - Quorum and Voting. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at any meeting of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

Section 7 - Proxies. A director entitled to vote at any meeting or any adjournment thereof may vote in person or by proxy. A director may appoint another director a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact which must state the purpose(s) and action(s) for which the proxy is entitled to vote. An appointment of proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. If an appointment form designates two or more persons to act as proxies, a majority of those persons present at the meeting, or if only one is present, that one, has all of the powers conferred by the instrument upon all the persons designated unless the instrument provides otherwise. No appointment shall be valid for more than one month after the date of its execution unless a longer period is expressly provided in the appointment form.

Section 8 - Deemed Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the director votes against or abstains from the action taken.

Section 9 - Committees. The Board of Directors, by resolution, may designate from its members such standing and ad hoc committees as it deems necessary to operate in support of the Board of Directors.

Section 10 - Meetings. Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, designated by the person or persons entitled to give notice of or otherwise call the meeting. Regular meetings shall be held at least two (2) times a year. Meetings of the Board of Directors may be called by the President of the Board. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the directors who were not present at the time of

the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the directors who were present. Directors (and any committee of the Board) may participate in a meeting of the Board (or any committee of the Board) by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting. Participation by these means constitutes presence in person at the meeting.

Section 11 - Annual Meetings. The annual meeting of the directors of the Corporation for such business as may properly come before the meeting shall be held in December of each year at such time and place fixed, from time to time, by or on behalf of the Board of Directors. Business transacted at the annual meeting shall include election of directors and officers and such business as the Board of Directors shall determine. Failure to hold an annual meeting does not cause forfeiture or give cause for dissolution of the Corporation, nor does such failure affect otherwise valid corporate acts, except as set forth in Section 617.1430, Florida Statutes, relating to a deadlock among the directors.

Section 12 - Notice of Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, so long as the date, time and place of such meetings are fixed generally by the Board of Directors. Notice of all board meetings shall be mailed by first class mail, or delivered by fax or electronic communication, to each director at least three (3) calendar days before the date of the meeting, which notice shall in the case of special meetings state generally the business to be taken up at the meeting.

Section 13 - Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 14 - Director Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or of any Committee of the Board). The action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise.

Section 15 - General Standards for Directors. A director shall discharge his or her duties as a director, including his or her duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interest of the Corporation.

In discharging his or her duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (c) a committee of the Board of Directors of which he or she is not a member if the director reasonably believes the committee merits confidence.

A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

Section 16 - Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be entered into if it would adversely affect the status of the Corporation as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III **Officers**

Section 1 - Officers. The Corporation shall have a President of the Board, a President Elect, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers and agents, if any, as may be deemed necessary or desirable may be appointed by the Board of Directors from time to time. The same person may hold the office of Secretary and Treasurer.

Section 2 - Term. Each officer shall hold office for a term of one (1) year and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office or death. Nothing herein contained shall be construed to prevent the election of an officer to succeed him or herself.

Section 3 - Duties. The officers of the Corporation shall have the following duties:

The President of the Board shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the Board of Directors. The President of the Board shall act as the Corporation's spokesperson and representative in any matters pertaining to the activities of the Corporation. He or she shall enforce the Bylaws and perform all duties incident to the position and office, and which are required by law.

The President Elect shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the President of the Board, the President Elect shall have the powers and shall exercise the duties of the President of the Board.

The Secretary shall have custody of and maintain all of the corporate records except the financial records, shall ensure that the minutes of the Board and committee meetings are accurately recorded and filed, and shall perform such other duties as are prescribed by the Board of Directors or the President of the Board.

The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the regular meetings of the Board of Directors and whenever else required by the Board of Directors or the President of the Board, shall work with the Finance Committee (if and when established by the Board of Directors) and appropriate staff to develop and monitor financial policies and procedures and the annual budget and shall perform such other duties as are prescribed by the Board of Directors or the President of the Board.

Section 4 - Resignation of Officer. An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor officer does not take office until the future effective date.

Section 5 - Removal of Officer. The Board of Directors may remove any officer at any time with or without cause. The appointing officer, if appointed by another officer, may remove any officer.

Section 6 - Compensation. The officers of the Corporation shall not be compensated by, or enter into employment agreements with the Corporation, except to reimburse the officer for expenses reasonably incurred in his duties as such officer and approved by the Board of Directors.

ARTICLE IV
Executive Director and Other Employees

The Board of Directors is authorized and empowered to employ an Executive Director and such other employees as the Board of Directors deems appropriate, who shall carry out the duties prescribed by the Board of Directors. The Board of Directors shall pay the Executive Director and such other employees such reasonable compensation as the Board of Directors, within its discretion, deems advisable.

ARTICLE V
Membership

The Corporation shall have no members, as contemplated by Section 617.0601, Florida Statutes. However, the Board shall designate and define the rights and qualifications for various classes of contributors to the Corporation, which contributors may be designated "members," from time to time, and may, by amendment to these By-laws, establish procedures for the holding of annual and special meetings of such members. Unless so provided by amendment to these By-laws, such members do not have voting rights.

ARTICLE VI
Corporate Records

Section 1 - Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its members, if any, Board of Directors and committees having any authority of the Board of Directors, a record of all actions taken by the members or Board Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

Section 2 : Corporate Information available to the Public. The Corporation shall maintain a registered agent and registered office in accordance with Florida law. The Corporation shall comply with disclosure and public inspection requirements under State and federal law, including the public inspection requirements of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

ARTICLE VII **Indemnification**

Section 1 - Rights to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person): (1) who is or was a director of the Corporation, (2) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2 - Advances. Costs, charges and expenses (including attorney fees), incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the board of directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3 - Savings. If this Article or any portion of it is invalidated on any grounds by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE VIII
Miscellaneous

Section 1 - Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Florida", "Corporate Seal" and "not for profit" embossed thereon.

Section 2 - Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3 - Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President of the Board, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

Section 4 - Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 5 - Corporation Dissolution: In the event of dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets of the corporation to Peggy Adams Animal Rescue League Inc. or Christ Fellowship Church, if Peggy Adams Animal Rescue League Inc. is not at the time an exempt organization described in Section 501 (c)(3) of the Code, then the assets shall be disposed of by a court of competent jurisdiction of the county in the state in which the principal office of the Corporation is then located, to one or more organizations organized or operated exclusively for charitable, educational, religious or scientific purposes which are exempt organizations described in Section 501 (c)(3) of the Code.

ARTICLE VIII
Rules of Order

"Robert's Rules of Order", latest revised edition, shall be parliamentary authority for all meetings and matters not specifically covered by these Bylaws.

ARTICLE IX

Amendments

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DIVISION OF CORPORATIONS

15 JAN 13 AM 9:06

Amendments or other changes of these *Articles* may be proposed by resolution of the Board or by motion at a meeting of the Board after proper notice. Any such proposed amendment or other change shall take effect upon the affirmative vote of a majority of the Board or at such other time as specified in such resolution or motion.

ADOPTED:

AMENDED

12/12/14 *[Signature]*
12/12/14 *[Signature]*

The date of each amendment(s) adoption: 12/05/2014
date this document was signed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 JAN 13 AM 9:06

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 DECEMBER 5, 2014

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)

HERBERT W. DOBSON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)