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Amend/Name
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Green Hammock Waldorf School Initiative, Inc.

DOCUMENT NUMBER: N13000003779

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

Please return all correspondence concerning this matter to the following:

Andrea Marquez

(Name of Contact Person)

Green Hammock Waldorf School Initiative, Inc.

(Firm/ Company)

c/o Perrine-Peters United Methodist Church, 18301 South Dixie Highway

(Address)

Palmetto Bay, FL 33157

(City/ State and Zip Code)

administrator@greenhammock.org

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

For further information concerning this matter, please call:

Andrea Marquez at (305) 238-8333

(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
FOR
GREEN HAMMOCK, PTO, INC., DOCUMENT #N13000003779**

**Pursuant to the provisions of Section 617.1006, Florida Statutes, this
Florida Not For Profit Corporation adopts the following amendments to its
Articles of Incorporation:**

REVISED ARTICLES

ARTICLE I - Corporation Name

**NEW CORPORATE NAME:
GREEN HAMMOCK WALDORF SCHOOL INITIATIVE, INC.**

ARTICLE II - Principal Office

The principal street address is c/o Perrine-Peters United Methodist Church, 18301
South Dixie Highway, Palmetto Bay, Florida 33157

The principal mailing address is 18301 South Dixie Highway, Palmetto Bay, Florida
33157

ARTICLE III - Purpose

The corporation is organized exclusively for charitable, religious, educational, and
scientific purposes, including, for such purposes, the making of distributions to
organizations that qualify as exempt organizations under section 501(c)(3) of the
Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation is organized to increase understanding of child development through
the Waldorf education movement.

ARTICLE V - Registered Agent

Andrea Marquez
18301 South Dixie Highway
Palmetto Bay, FL 33157

ARTICLE VII - Initial Directors and/or Officers

Title: **President**
Rogelio Achon
18301 South Dixie Highway
Palmetto Bay, Florida 33157

Title: **Vice President**
Linda Masse
18301 South Dixie Highway

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Palmetto Bay, Florida 33157

Title: Treasurer

Andrea Marquez
18301 South Dixie Highway
Palmetto Bay, Florida 33157

Title: Secretary

Carolina Vendrame
18301 South Dixie Highway
Palmetto Bay, Florida 33157

Title: Director

Rosibel Mejia
18301 South Dixie Highway
Palmetto Bay, Florida 33157

ADDED

ARTICLE IX - Limitations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 set forth in Article III hereof.

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 candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X - Dissolution/Dedication of Assets

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE XI -- Conflict of Interest

Section 11.01. Purpose

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

Section 11.02. Definitions

1. Interested Person:

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

2. Financial Interest:

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. 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 of interest. Under Section 11.03.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 11.03. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion

of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 11.4. Records of Proceedings

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

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

Section 11.5. Compensation

a. 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.

b. 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.

c. 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.

Section 11.6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall be furnished with a copy of this policy.

Section 11.7. 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, ensure that the value for services being provided is of the best quality and in the best interests of the Corporation.

ARTICLE XII

DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

Date of Adoption of Amendments: November 2, 2013

Effective Date: Upon Filing

Adoption of Amendments:

The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

✓ There are no members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Signature: _____

Type/Print name of person signing: Andrea M. Marquez

Title: Treasurer