

N1300005921

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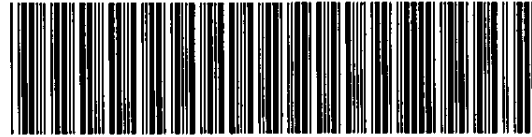
(Business Entity Name)

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16 MAR -7 PM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Hope Center of Palm Beach, Inc.

DOCUMENT NUMBER: N13000005921

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

Please return all correspondence concerning this matter to the following:

Demarlo McKinney
(Name of Contact Person)

(Firm/ Company)

9947 Porta Leona Lane
(Address)

Boynton Beach, Florida 33472
(City/ State and Zip Code)

djm7788@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Demarlo McKinney at 513- 226-0892
(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

Articles of Amendment
to
Articles of Incorporation
of

FILED

16 MAR -7 PM 10: 35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Hope Center of Palm Beach, Inc.

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

N13000005921

(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**)

NA

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

NA

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

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	<u>Director</u>	<u>Elizabeth McKinney</u>	<u>9947 Porta Leona Lane</u>
<input type="checkbox"/> Add			<u>Boynton Beach, Florid a33472</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
3) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
4) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
5) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>
6) <input type="checkbox"/> Change	<u> </u>	<u> </u>	<u> </u>
<input type="checkbox"/> Add			<u> </u>
<input type="checkbox"/> Remove			<u> </u>

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

Please Amend Article III See Attachment A

Please Amend Article IV See Attachment B

Please Add Articles IX - XV See Attachment C

December 30, 2015

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

December 30, 2015

Effective date if applicable:

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

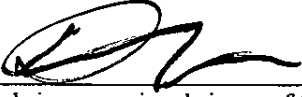
Adoption of Amendment(s)

(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 12/30/2015

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)

Demario McKinney

(Typed or printed name of person signing)

President

(Title of person signing)

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Attachment A

ARTICLE III Purpose

Church is the English rendering of one Greek word *ekklesia*, signifying a “call out assembly.” The Church is the Body of Christ. It is God’s body on earth and the instrument through which His presence flows. Scripture plainly states that we are not to forsake the assembling together. The reason that **THE HOPE CENTER OF PALM BEACH, INC.** exists is as follows:

1. The object, business and purpose of the corporation are to provide a place for the support public worship, by organizing a church and enhancing all the functions and privileges necessary and nonpolitical services.
2. Conduct the work of evangelism, create departments necessary to support missionary activities, to license, ordain, and oversee ministers of the gospel. That will also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501 C (3), Internal Revenue Code.
3. To train and teach religious education for Christian and public service through the school of biblical studies and seminary, job training, youth Christian School, daycare facility, and a family life center. To purchase and own properties that is necessary to carry out the objective purposes of The Hope Center of Palm Beach, Inc.
4. To be the vessel where God builds upon the Body through the perfecting work of Jesus Christ as we are conformed to His image (2 Corinthians 3:18).
5. To be the vessel where the people of God may assemble, calling upon the name of the Lord, and worship Him in Spirit and truth (Acts 2:1, 2; Hebrews 10:24-25).
6. To be the instrument that God uses to evangelize the world by the “spreading of the Light” so that men may see our good works, glorify God and become members of His Body (John 15:5,8; Acts 1:8).
7. To be the vessel that God uses to strengthen the family by teaching and exemplifying Biblical family values (Deuteronomy 6:6-11).
8. To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;

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Attachment A

9. To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust;
10. To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;
11. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;
12. To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

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Attachment B

ARTICLE IV Manner of Elections

The manner in which the directors are elected or appointed:

Section 1 – The business of the organization shall be managed by a Board of Directors consisting of no fewer than two (2) and no more than fifteen (15) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

Section 2 – The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years. Terms are renewable.

Section 3 – The Board of Directors as well as the Pastor shall have the control and management of the affairs of the business of this organization.

Section 4 – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5 – Each Director shall have one vote and such voting may be done by proxy over the phone, text, or fax in addition, each director may submit their vote by absentee ballot.

Section 6 – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

Section 7 – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

Section 8 – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

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Attachment C

ARTICLE IX Term and Dissolution

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE X Non Profit Organization

No part of the net earnings of the corporation shall ever inure to the benefit of, or be distributable to its members, directors, 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 3. 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 any candidate for public office.

Notwithstanding any other provision of these articles, the 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 of 1986 or the corresponding provision of any future United States Internal Revenue law or: (b) by a corporation, contributions to which are deductible under Section 170(C) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

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ARTICLE XI **Members**

This corporation shall have members.
The eligibility, rights, and obligations of the members will be determined by the
organization's bylaws.

ARTICLE XII **Duties of Officers & Directors**

Section 1 – The Original Founder/Senior Pastor shall oversee and maintain the primary business of the organization and shall:

- a. Supervise and control the affairs of the corporation and the activities of the officers. The duties shall perform all duties and matters to the office and others duties that may be required by law and the articles of incorporation. The position shall attend all meetings of the Board of Directors and be a voting member.
- b. The position of Original Founder/Senior Pastor is unique and carries a lifetime term at the discretion of the Original Founder & Pastor.
- c. If the Founder/Senior Pastor is no longer in office due to resignation, illness, or death the subsequent Pastor will not be subject to a lifetime term or seat on the Board of Directors as a voting member.
- d. If the Founder/Senior Pastor becomes ill or otherwise becomes unable to perform the duties of the office due to becoming incapacitated or death, the Assistant Pastor or Designee will direct the day to day operations of the organization. This individual has to be named in a formal written and notarized document by the Founder/Senior Pastor before incapacitation or death. If for any reason a written document is not available the board will have the duty of voting by a majority vote of who will serve as the interim pastor until the board hires the new pastor.
- e. At the time of such circumstances the board of directors will be responsible for hiring a new Pastor.

Section 2 – The Pastor shall oversee and maintain the primary business of the organization and shall:

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- f. With the Secretary, sign and deliver transactions pertaining to the business of the organization.
- g. Assist in directing the communications and marketing of The Hope Center of Palm Beach, Inc. and any programs as approved by the Board of Directors.
- h. The Pastor is an ex-officio member of the Board of Directors.

Section 3 – The Pastor shall preside at all meetings of the Board of Directors.

Section 4 – The Co-Chairman preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 5 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Pastor sign and deliver any transactions pertaining to the business of the organization.

Section 6 – The Treasurer shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of The Hope Center of Palm Beach, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of The Hope Center of Palm Beach, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Section 6 – All Board of Directors shall complete a standard application for the organization primary management file.

ARTICLE XIII Conflict of Interest

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and

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federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict 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 allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response 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.

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ARTICLE XIV Bylaws

The first bylaws of the corporation shall be adopted by the board of directors and may be amended, altered or rescinded by the board of directors in the manner provided by such bylaws.

ARTICLE XV Amendments

Amendments to the constitution may be made at any regularly called session of The Hope Center of Palm Beach, Inc. provided that the proposed amendments shall have been submitted at least 2 months prior in writing. Before the proposed amendments may be considered before The Hope Center of Palm Beach, Inc., it shall cause notice to be provided by mail to each pastor not later than 30 days before the next meeting. Amendments to the constitution shall require a two-thirds vote of all members of The Hope Center of Palm Beach, Inc.