

113000006515

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(Address)

(Address)

(City/State/Zip/Phone #)

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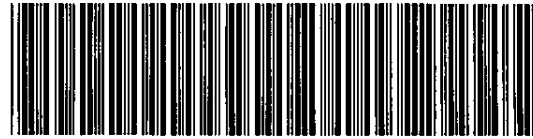
(Business Entity Name)

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14 AUG 11 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 02 2015
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Delceta Coaching Ministries, Inc.

DOCUMENT NUMBER: N13000006515

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

Please return all correspondence concerning this matter to the following:

Delceta Soberanis

(Name of Contact Person)

Delceta Coaching Ministries, Inc.

(Firm/ Company)

9043 Bay St NE

(Address)

St. Petersburg, FL 33702

(City/ State and Zip Code)

delceta@hotmail.com

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

For further information concerning this matter, please call:

Delceta Soberanis

(Name of Contact Person)

at (404) 512-3467

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

Delceta Coaching Ministries, Inc.

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

N13000006515

(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:

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:

n/a

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

n/a

(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: n/a

(Florida street address)

New Registered Office Address:

_____, Florida
(City)

(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

14 AUG 11 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	<u>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	<u>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	<u>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	<u>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	<u>n/a</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

N/3000006515

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

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

By-Laws of Delceta Coaching Ministries, Inc.

Please delete current and replace with the following;

Article 1 – Section B – Purpose

Said organization is organized and operated 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 corresponding section of any future federal tax code.

Article 1 Section E - Dedication of Assets

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign or behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of Internal Revenue Code, or corresponding section of any future federal tax code

Article 1 Section G Dissolution

Upon dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas 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.

The date of each amendment(s) adoption: 8/5/2014, if other than the date this document was signed.

Effective date if applicable: 8/5/2014
(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 8/5/14

Signature

Delceta Soberanis

(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)

Delceta Soberanis

(Typed or printed name of person signing)

President

(Title of person signing)

THE BY-LAWS
OF
DELCETA COACHING MINISTRIES, INCORPORATED
A NON-PROFIT CORPORATION

ARTICLE 1. ORGANIZATION

SECTION A. NAME

The name of the Corporation shall be Delceta Coaching Ministries, Inc.

SECTION B. PURPOSE

Said organization "Delceta Coaching Ministries, Inc." is organized and operated 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 corresponding section of any future federal tax code.

SECTION C. NON-PROFIT ORGANIZATION

Delceta Coaching Ministries is organized pursuant to the Florida Non-profit Corporation Code. Delceta Coaching Ministries is a non-profit public benefit organization and is not organized for the private gain of any individual or entity. Its existence is for charitable purposes only.

SECTION D. PRINCIPAL OFFICE

The principal office of the organization is in the state of Florida shall be at 9043 Bay St NE, St. Petersburg, FL 33702. The address of the principal office may change from one location to another as directed by the Board of Directors.

SECTION E. DEDICATION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance or the purposes set forth in the purpose clause

hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION F. THE SERVICE COMMUNITY

Delceta Coaching Ministries is an interdenominational Christ-centered organization, dedicated to changing lives of teens, young and adult females who have experienced and suffered from physical and emotional abuse by providing services through counseling, education, advocacy and training. Serving local communities in the Southeastern Branch of the United States, Western Region of Jamaica West Indies and the Cayman Islands.

SECTION G. DISSOLUTION

Upon dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas 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.

SECTION H. STOCK

The Corporation shall issue no capital stock.

ARTICLE II. MEETINGS

SECTION 1. ANNUAL MEETING

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

SECTION 2. SPECIAL MEETING

Special meetings may be requested by the President or the Board of Directors.

SECTION 3. NOTICE

Written notice of all meeting shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U. S. mail, properly addressed, with postage prepaid.

SECTION 4. PLACE OF MEETING

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

SECTION 5. QUORUM

A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

SECTION 6. INFORMAL ACTION

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE III. DIRECTORS

SECTION 1. QUALIFICATION OF DIRECTORS

Directors shall be of high moral character, at least 25 years old, and must agree with and subscribe to the purposes of the Corporation.

SECTION 2. NUMBER OF DIRECTORS

The organization shall be managed by Board of Directors consisting of no less than three and no more than five directors.

SECTION 3. ELECTION AND TERM OF OFFICERS

The directors shall be elected at the annual meeting. Each director shall serve a term of two years, or until a successor has been elected and qualified.

SECTION 4. QUORUM

A majority of directors shall constitute a quorum.

SECTION 5 ADVERSE INTERESTS

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

SECTION 6. REGULAR MEETING

The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

SECTION 7. SPECIAL MEETING

Special meetings may be requested by the President, Vice President, Secretary, or any two directors providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

SECTION 8. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board of Committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 9. PROCEDURES

The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

SECTION 10. INFORMAL ACTION

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

SECTION 11. REMOVAL/VACANCIES

A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining term of his predecessor, or until a successor has been elected and qualified.

SECTION 12. COMMITTEES

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE IV. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the organization shall be a President, Vice-President and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

- a. **PRESIDENT/CHAIRMAN.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive committee, if such a committee is created by the Board.
- b. **SECRETARY.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Director's meetings and all committee meetings.

SECTION 2. ELECTION AND TERM OF OFFICE

The office shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

SECTION 3. REMOVAL OR VACANCY

The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V. CONTRACTS, BANKING, GIFTS, LOANS

SECTION 1. CONTRACTS

The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract and to execute and deliver any instrument in the name of and or behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

SECTION 2. CHECKS

The Board of Directors may authorize any Officer or Officers or Agent or Agents of the Corporation to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS AND INVESTMENTS

ALL FUNDS OF THE Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories, or invested for the account of the Corporation in such manner as the Board of Directors may determine from time to time.

SECTION 4. GIFTS

The Board of Directors or any Officer may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

SECTION 5. LOANS

No Officer or Director shall be authorized to obtain loans on behalf of the Corporation without the approval of the Board of Directors.

ARTICLE VI. CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and The Secretary or Treasurer. All other instruments executed by the organization, included a release of mortgage or lieu, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of the section, any written instrument may be executed by any officer(s) or agent (s) that is specially designated by resolution of the Board of Directors.

ARTICLE VII. AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VIII. INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification right).

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of Florida general Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors DS.

Delceta Salheranis

President