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**FILED**  
**Jul 17, 2019 08:00 AM**  
**Secretary of State**

R. WHITE  
JUL 17 2019

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DIVISION OF REPLICATION  
TALLAHASSEE, FLORIDA

# Articles of Amendment X

AMENDMENT TO MIRACLES 3 INCORPORATED

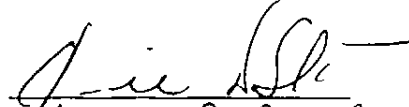
State of Florida document number N14000001791

Effective May 1, 2014

Approved by Board, June 29, 2019

DISSOLUTION - Upon the dissolution of the corporation, assets shall be distributed for one or more of the exempt purposes within the meaning under 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.

I, the undersigned being the Chairperson/President of the Corporation, hereby certify that the amendment of Dissolution was adopted by the Board of Directors on June 29, 2019.

  
Annie D. Sloan  
Chairperson of Meeting 29 June 2019

**FILED**  
**Jul 17, 2019 08:00 AM**  
**Secretary of State**

# ARTICLES of Amendment IX

## Amendment CONFLICT OF INTEREST POLICY for

MIRACLES 3 INCORPORATED State of Florida document number N14000001791

**FILED**  
**Jul 17, 2019 08:00 AM**  
**Secretary of State**

### ARTICLE I Purpose

The purpose of this Conflict of Interest Policy is to protect the interest of this tax-exempt organization when it is contemplating entering a transaction or an arrangement that might benefit the private interest of an officer or director of the organization. This policy is provided to supplement but not replace any applicable state and Federal laws governing conflict of interest applicable to non-profit organizations.

### ARTICLE II 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 which the organization has a transaction or arrangement.
  - B. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
  - C. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization 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 Article III, Section 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.

### ARTICLE III 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 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, during the vote, or the transaction or arrangement involving the possible conflict of interest.
  - B. The Chairperson (head of organization) of the governing board or committee shall, as 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 organization can obtain with reasonable effort 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 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 best interest of the organization, 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 CONFLICT OF INTEREST POLICY

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual 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.

#### ARTICLE IV 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 existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including alternatives to the proposed transaction or arrangement, and a record of any votes taken regarding the proceedings.

#### ARTICLE V COMPENSATION

- A. A voting member of the governing board who receives compensation, directly or indirectly from the organization 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 organization 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 organization, either individually or collectively is prohibited from providing information to any committee regarding compensation.

#### ARTICLE VI ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such a person:

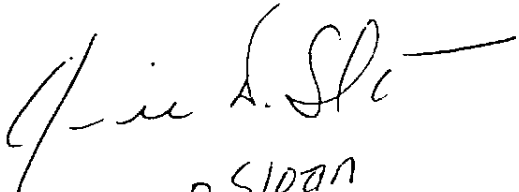
- A. Has read and received a copy of the conflict of interest policy
- B. Has read and understands the policy
- C. Has agreed to comply with the policy, and
- D. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### ARTICLE VII PERIODIC REVIEWS

To ensure the organization 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 organization may but need not use outside advisors but if outside advisors are used it shall

not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

I, the undersigned being the Chairperson/President of the Corporation, hereby certify the amendment for Conflict of Interest Policy was adopted by the Board of Directors on June 29, 2019.

 29 June 2019  
Annie D. Sloan