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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GLOVE PREP CHRISTIAN ACADEMY INC.

DOCUMENT NUMBER: N14000008352

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

Please return all correspondence concerning this matter to the following:

ZARTOE ZIRONE WHITE

(Name of Contact Person)

GLOVE PREP CHRISTIAN ACADEMY INC.

(Firm/ Company)

11427 IVAN LAKES CT

(Address)

JACKSONVILLE, FL 32221

(City/ State and Zip Code)

zwhite802000@yahoo.com

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

For further information concerning this matter, please call:

ZARTOE ZIRONE WHITE

904 629-7127  
at ( )

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

GLOVEPREP CHRISTIAN ACADEMY INC.

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

N14000008352

(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:**

GLOVE PREP CHRISTIAN ACADEMY INC.

*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:**

Post Office Box 61614

(Mailing address MAY BE A POST OFFICE BOX)

Jacksonville, FL 32236

**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

N/A

(Florida street address)

New Registered Office Address:

N/A

, Florida

N/A

(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.*

N/A

*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	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	<u>S</u>	<u>GLORIA WHITE</u>	<u>11427 IVAN LAKES CT</u>
<input checked="" type="checkbox"/> Add			<u>JACKSONVILLE, FL</u>
<input type="checkbox"/> Remove			<u>32221</u>
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

**PURPOSE:**

Gloveprep Christian Academy is organized as a charitable organization under section 501(c)(3) of the Internal Revenue Code. We target at risk and underprivileged youth of all ethnic backgrounds. We create national and international amateur sports competitions. The goal is to decrease the crime rates amongst the youth, which will help towards combating community deterioration and juvenile delinquency.

**BOARD MEMBERS:**

PHYLLIS GLOVER

SHANNON GLOVER

ERNEST LEWIS JR

**BYLAWS**

Conflict of Interest Policy

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

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 10/29/2014 \_\_\_\_\_

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)

ZARTOE ZIRONE WHITE

\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT

\_\_\_\_\_  
(Title of person signing)

# *Amended Articles*

## GLOVE PREP CHRISTIAN ACADEMY INC. ("GLOVE PREP")

### Conflict of Interest Policy and Annual Statement

#### For Directors and Officers and

#### Members of a Committee with Board Delegated Powers

### **Article I - Purpose**

1. The purpose of this Board conflict of interest policy is to protect GLOVE PREP's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of GLOVE PREP or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

### **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 with which GLOVE PREP has a transaction or arrangement,
  - b. A compensation arrangement with GLOVE PREP or with any entity or individual with which GLOVE PREP has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GLOVE PREP 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. A person who has a financial interest in this policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. This policy adds information needed to allow GLOVE PREP to assess director independence in order to answer questions on Form 990.2. A conflict of interest exists only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.
3. Independent Director -- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director:
  - a. is not, and has not been for a period of at least three years, an employee of GLOVE PREP or an employee of any entity in which GLOVE PREP has a financial interest does not directly or indirectly have a significant business relationship with GLOVE PREP, which might affect independence in decision-making;
  - b. is not employed as an executive of

another corporation where any of GLOVE PREP's executive officers or employees serve on that corporation's compensation committee; and does not have an immediate family member who is an executive officer or employee of GLOVE PREP or who holds a position that has a significant financial relationship with GLOVE PREP.

### **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 Board or Executive Committee.

2. Recusal of Self - Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. 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 Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

#### **4. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the Board or Executive 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 Board or Executive 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 Board or Executive Committee shall determine whether GLOVE PREP 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 Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in GLOVE PREP'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.

#### **5. Violations of the Conflicts of Interest Policy**

a. If the Board or Executive 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 Board or Executive 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 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 Board's or Executive Committee's decision as to whether a conflict of interest in fact 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 any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V - Compensation**

a. A voting member of the Board who receives compensation, directly or indirectly, from GLOVE PREP 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 GLOVE PREP for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GLOVE PREP, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI - Annual Statements**

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has 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 GLOVE PREP in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

4. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

5. To ensure GLOVE PREP does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to GLOVE PREP's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

#### **Article VII - Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, GLOVE PREP may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

#### **Certification**

ZARTOE ZIRONE WHITE, President of GLOVE PREP CHRISTIAN ACADEMY INC., and GLORIA NINA WHITE, Secretary of GLOVE PREP CHRISTIAN ACADEMY INC., certify that the foregoing is a true and correct copy of the Conflict of Interest Policy of the above-named organization, duly adopted by the initial Board of Directors on October 29, 2014.

  
\_\_\_\_\_  
ZARTOE ZIRONE WHITE, President

  
\_\_\_\_\_  
GLORIA NINA WHITE, Secretary