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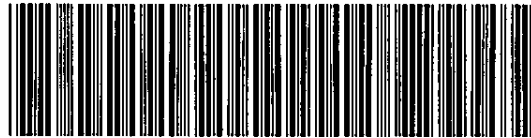
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15 MAR 23 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 23 2015

C. CARROTHERS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2014

HANDFULS OF PURPOSE, INC.
4622 BLUEWATER DRIVE
PANAMA CITY, FL 32404

SUBJECT: HANDFULS OF PURPOSE, INC.
Ref. Number: N14000008907

We have received your document for HANDFULS OF PURPOSE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

MINUTES, CORPORATE RESOLUTION AND BY LAWS ARE NOT FILED WITH THE DIVISION OF CORPORATIONS AND SHOULD BE KEPT WITH THE RECORDS OF THE CORPORATIONS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 614A00026800

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hands Full of Purpose, Inc.
Name of Corporation

DOCUMENT NUMBER: N14000008907

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeanette Best
Name of Contact Person

Name of Contact Person

4622 Bluewater Drive
Firm/Company

Firm/Company

Panama City FL 32404
Address 1

Address /

City/State and Zip Code

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

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

For further information concerning this matter, please call:

Jeanette Best at (850) 541-3668
Name of Contact Person Area Code & Daytime Telephone Number

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee
 ☐ \$43.75 Filing Fee & Certificate of Status
☐ \$43.75 Filing Fee & Certified Copy
 ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

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

Handfuls of Purpose, Inc.

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15 MAR 23 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND LOCATION

1.01 Name

The name of this corporation, Handfuls of Purpose, Inc. which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida is Handfuls of Purpose, Inc. The business of the corporation may be conducted as Handfuls of Purpose, Inc.

1.02 Location

The principal office of Handfuls of Purpose, Inc. shall be situated in the State of Florida at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE II

PURPOSES AND POWER

PURPOSE

2.01 General Purpose

The Corporation is organized and operated for the following general purposes:

- (a) Handfuls of Purpose, Inc. is a non-profit corporation and shall operate exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such Section 501(c)(3).

Handfuls of Purpose, Inc.

- (b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida, which are consistent with the preceding paragraph.

2.2 Specific Purposes

Handfuls of Purpose, Inc.'s purpose is to provide resources, training and mentoring to non-profit organizations and individuals in furthering their services to others and for improving the quality of life for individuals. Handfuls of Purpose, Inc. will provide these services at a local, national and global level. The services provided will operate in the manner of each area as specified below:

- (a) Assisting the underprivileged to acquire resources necessary for the improvement of quality of life and self-sufficiency- To maximize our impact on efforts, Handfuls of Purpose, Inc. will partner with other non-profit organizations and business partners and individuals' to provide resources needed to meet basic needs such as food, clothing, shelter and medical assistance. From basic needs being met, Handfuls of Purpose, Inc. will provide mentoring and training services to underprivileged families in helping them to acquire skills in becoming self-sufficient. Such mentoring and training services may include but are not limited to: budgeting income, completing a job application and resume, job interviews, time management, organizational skills, parenting skills, acquiring needed medical/health services, helping children with academic success, family recreation, etc. Other services provided may include the partnership and training of other non-profit organizations and individuals' in providing such services as described above.
- (b) Providing resources to meet basic needs- Handfuls of Purpose, Inc. will provide resources such as food, clothing, medical assistance to nonprofit organizations that provide outreach services in working with people in need.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

- (a) Nonprofit Legal Status. Handfuls of Purpose, Inc. is a Florida non-profit public benefit corporation.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Article of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution of Handfuls of Purpose, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Handfuls of Purpose, Inc. hereunder shall be selected by the discretion of a majority of the managing body of Handfuls of Purpose, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Handfuls of Purpose, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a religious, charitable and educational purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to their general fund.

ARTICLE III

MEMBERSHIP

3.01 Membership

The Corporation shall have no members other than the persons elected or appointed as members of the Board of Directors, who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock nonprofit corporation.

3.02 Associates

The Board of Directors may provide for the creation and recognition of associates of the Corporation to be known as "Corporation Associates" in its discretion. Such Corporation Associates will have no authority to act for or incur any liability against the Corporation, and will have no vote in the Corporation's corporate affairs.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Handfuls of Purpose, Inc. shall have a board of directors consisting of at least 3 and no more than 5 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of Handfuls of Purpose, Inc. shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be at least 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by at least two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.
Or:
- (b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings

- (a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, text or facsimile transmission, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

- (b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Florida law.

4.08 Manner of Acting

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V

OFFICERS

5.01 Board Officers

The officers of the corporation shall be a board president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint a vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a two-year term of office and may serve up to a period of three (3) years or until his or her successor is elected and qualifies.

5.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

5.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

5.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

5.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VI

COMMITTEES

6.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or

(g) approve any transaction;

- i. to which the corporation is a party and one or more directors have a material financial interest; or
- ii. between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

6.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

6.3 Informal Action By The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf

by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred to him or her in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (1) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

- (d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII

PROHIBITED ACTIVITIES

8.01 Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States internal revenue law.

8.02 Lobbying and Political Activities

- (a) The Corporation shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.
- (b) The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

8.03 Private Inurement

No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

8.04 Non-Discrimination

In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender.

8.05 Conflicts of Interest

A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers, and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the

best interests of the Corporation and work to the detriment of the Corporation.

8.06 Typical Conflict Situations

Conflicts of interest are likely to arise whenever:

- (a) a fiduciary has a personal interest in a vendor of goods or services to the Corporation;
- (b) Corporation employees are loaned to other organizations, or the employees of another organization are loaned to this Corporation;
- (c) Corporation fund raisers give financial advice to donors; or
- (d) Project funding requests are submitted by a potential or actual grant recipient with which a fiduciary is connected.

8.07 Discharging Conflicts of Interest

All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

8.08 Preventing Conflict Situation

The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- (a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.
- (b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- (c) The lending of employees to or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.
- (d) Fund raisers should be advised not to recommend that making any donation to the Corporation is in the best interests of a donor.
- (e) Financial, tax, and legal aspects of giving to the Corporation should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.

- (f) Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.
- (g) A fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related, or concerning a funding proposal for a project in which the fiduciary will participate.

8.09 Litigation

The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

8.10 Prohibitions Under Handfuls of Purpose, Inc. Bylaws

This Corporation shall not take any action or carry on any activity not permitted to be taken or carried on by Handfuls of Purpose, Inc. under its bylaws.

8.11 Corporation Leaders

Only voting members of the Corporation may lead Corporation meetings and other Corporation activities.

ARTICLE IX

MISCELLANEOUS

9.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, and record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

9.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year..

9.03 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X

COUNTERTERRORISM AND DUE DILIGENCE POLICY

10.01 Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Handfuls of Purpose, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Handfuls of Purpose, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XI

DOCUMENT RETENTION POLICY

11.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Handfuls of Purpose, Inc. records.

11.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the

files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Handfuls of Purpose, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Handfuls of Purpose, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Handfuls of Purpose, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

- (a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

- (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
- (e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- (f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- (g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- (h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:
 - (i) derives independent economic value from the secrecy of the information; and
 - (ii) has taken affirmative steps to keep the information confidential.The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
- (i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- (k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

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(m)Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Amended Articles and Bylaws for Handfuls of Purpose, Inc. were voted and approved by the board members of Handfuls of Purpose on December 30, 2014 and constitute a complete copy of the Amended Articles and Bylaws of the corporation.

President

Stacey Jegg

Date:

2-27-15