

N15000000829

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500273723535

06/12/15--01020--024 **35.00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

JUN 24 2015

T CANNON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Make The Homeless Smile Miami, Inc.

DOCUMENT NUMBER: N15000000829

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

Please return all correspondence concerning this matter to the following:

Shamel Gunder

(Name of Contact Person)

Make The Homeless Smile Miami, Inc.

(Firm/ Company)

10945 SW 16th Street, Ste #203

(Address)

Pembroke Pines, FL 33025

(City/ State and Zip Code)

Support@PrimeEnterpriseGroup.com

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

For further information concerning this matter, please call:

Shamel Gunder

(Name of Contact Person)

at (786) 877-7826

(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

Make The Homeless Smile Miami, Inc.

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

N15000000829

(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**)

C. Enter new mailing address, if applicable:

(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:

New Registered Office Address:

(Florida street 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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

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	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
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	_____	_____	_____

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 15 JUN 12 PM 12:54

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

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

Please see attachment of bylaws.

Change is being made for the purpose and
dissolution clauses.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

The date of each amendment(s) adoption: 6/8/15, if other than the date this document was signed.

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 6/8/15

Signature Shamel Gunder
(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)

Shamel Gunder
(Typed or printed name of person signing)

President
(Title of person signing)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

MAKE THE HOMELESS SMILE, INCORPORATED
EIN: 47-2964710

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JUN 12 PM 12:54

Article I- Name, Purpose

Section 1: The Name of this organization shall be Make The Homeless Smile Miami, Incorporated

Section 2: Make The Homeless Smile Miami, Incorporated is organized under the Non-profit Public Benefit Corporation Law for charitable purposes to provide the homeless with a safe transitional housing alternative, teach a multitude of skills to empower them to gain self-sufficiency, and facilitate the possible reunification of clients with their children and/or families. The programs will consist of, but shall not be limited to:

- Housing Options
- Food
- Clothing
- Personal Hygiene Products
- Assistance with obtaining access to community resources
- Job Placement

Purpose: Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code.

Article II-Membership

Section 1: Any person may become a member of this corporation who agree to the following:

1. Must be 18 years of age or older
2. Knowledge of community social services
3. Must volunteer with at least two events/outings

Section 2: Membership shall be granted upon a majority vote of the Board of Directors. The Board of Directors shall have the right to deny, or terminate the membership of any member if members are not present for three consecutive board meetings and is not financially current with membership fees.

Exclusion: The Board of Directors shall not have the right to terminate the membership of the Founder/President. Founder/President will remain in office until he/she gives written notice.

Section 3: The Board of Directors will be on a voluntary basis only, and shall have the authority to fix the compensation of the employees of the Organization. Dues schedule is \$500 annually; options to pay can be paid on an annual, quarterly or monthly basis and can also be fundraised.

Section 4: Each voting member of Make The Homeless Smile Miami, Incorporated shall appoint one voting representative to attend the annual meeting. The Board shall have the authority to establish and define nonvoting categories of membership.

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

Article III-Meeting of Members

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. The annual meeting of the members for the year shall be held no later than (15) months after the last preceding annual meeting and shall include the election of Directors of the Corporation.

Section 2: Special Meetings. Special meetings may be called when directed by the President or any (3) members of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting.

Section 3: Notice. Notice of each meeting date/time, agendas shall be given to each voting member issued by the Secretary, by emailing notice of such meeting of the Corporation unless the President or other Board members requesting the meeting shall designate another person to do so, not less than (10) ten days before the meeting.

Article IV-Board of Directors

Section 1: Board Role, Size, and Composition. The Board shall have the power to conduct, manage and control affairs and business of the Organization, to increase the size of the Board of Directors, to appoint and remove at any time all agents and employees of the Organization, to prescribe and fix their duties, to determine their compensation, to call special meetings of the Board of Directors if demands of the organization make it necessary, to enter into contracts and to do all things necessary or expedient in carrying out the purpose of the Organization and to determine the manner of receiving depositing and disbursing the funds of Organization and the person by whom funds may be withdrawn, to borrow money, own property and mortgage, convey or transfer property of the Organization. Until otherwise provided by the Board of Directors, all contracts, notes, checks, and other obligations of the Organization, the Directors shall have all other powers necessary to carry out the Corporation purposes as provided in these **Bylaws Pursuant to the Florida Not-For-Profit Corporate Statutes.**

Qualifications:

- Directors must be natural personas that are age (18) years or older but need not be a resident of this state.
- Directors must have knowledge of community social services.

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

Article IV-Board of Directors (cont'd)

Duties of Directors:

Section 1: A Director shall perform his/her duties as Director including duties as a member of any committee of the board upon which he/she may serve in good faith in a manner they reasonably believe to be in the best interest of the Organization and with such care as an ordinary prudent person in a like position would use under similar circumstances.

Section 2: In discharging his/her duties, a Director shall be entitled to rely on information, opinions and reports including financial data in each case prepared or presented by:

- A. One or more Directors or employees of the Organization to whom the Director reasonably believes to be reliable and competent in the matters presented.
- B. Counsel public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence or:
- C. A Committee of the Board upon which he/she does not serve duly designated in accordance with a provision of the Bylaws as to the matter within its designated authority which committee the Director reasonably believes to merit confidence.

Section 3: A Director shall not be considered to be acting in good faith if he/she has knowledge concerning matter in question that would cause reliance described above to be unwarranted.

Section 4: A person who performs his/her duties in compliance with section 1 shall assume no liability by reason being or having been Director of the Organization.

Section 5: The President of the Board shall preside over all meetings of the members of the Organization, the Directors and perform all duties provided by these Bylaws.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

Article V-Officers

Section 1: The initial Directors of the Organization shall be known as the Board of Directors shall be chosen by the President of the Organization and are as follows:

Shamel Gunder, Founder/President
10945 SW 16th Street, Apt #203
Pembroke Pines, FL 33025

Dexter Gunder Sr., Vice President
13374 NW 283 Street
Homestead, FL 33033

Montrea Neal, Secretary
701 NW 201 Street, Apt #208
Miami, FL 33169

Miya Brown, Treasurer
3995 West McNab Road, Unit #B307
Pompano, FL 33069

Jemiah Sius
11925 NE 2nd Ave., Apt #B108
Miami, FL 33161

Robert Jones III
14511 SW 38th Street
Miramar, FL 33027

Khorey Boswell
2911 NW 187th Street
Miami Gardens, FL 33056

Germaine Coleman
2251 NW 81st Terrace
Miami, FL 33147

Shirley S. Paramore
400 Palm Circle West, Unit #303
Pembroke Pines, FL 33025

Melvin Armstrong
2130 NW 127th Street
Miami, FL 33167

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

1. The above mentioned shall be designated as Board Members.
2. The Organization shall have such other Directors, as the Board of Directors shall determine from time to time.
3. Additional Members shall not be assigned as Board of Directors unless designated as such by the President.

Section 2: Directors and Duties. There shall be four Directors of the Board consisting of a President, Vice President, Treasurer, and Secretary. Their duties are as follows:

Section 3: The **President** shall be subject to the advice and direction of the Board of Directors in reference to the direct affairs of the Organization and perform all other duties provided by these Bylaws. The President shall conduct all board meetings, attend public and community events and assist in the awareness of the organization.

Section 4: The **Vice President** shall formulate all business decisions with the President and also be subject to the advice and direction of the Board of Directors in reference to the direct affairs of the Organization and perform all other duties provided by these Bylaws. The Vice President shall be in charge of meetings when the President is not available.

Section 5: The **Treasurer** shall make a report at each Board meeting. Shall receive and deposit all funds along with President and Vice President of the Organization in such banks as may be designated by the Board of Directors within 72 hours of receipt of funds. Such deposits shall be in the name of the Organization. Until otherwise provided by the Board of Directors, the Treasurer and one person designated by the president shall sign checks and other withdrawals of money.

Section 6: The **Secretary** shall be responsible for keeping records of Board actions, including overseeing taking the minutes at all board meetings, track attendance of Directors at each meeting, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, assuring that corporate records are maintained, keep a list of all members and showing their address and dates they became a member of the Organization: he/she shall have no other duties as pertaining to his/her office or maybe prescribed by the Board of Directors.

Article VI-Tenure of Directors

1. The elected Directors shall be elected for a term of one year or until such time as their successors have been elected.
2. The office of the President shall have no termination date, unless the President provides written notification of his/her termination.

Replacement of Directors:

Section 1: Vacancies. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members and member organizations two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 2: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. If a member's organization notifies the Board that their representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of the representative Board members. A Board member shall be terminated for excess absences from the Board if he/she has three unexcused absences from Board meetings in a year and/or is not financially currently with his/her membership fees. A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Article VII-Committees

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education, and data collection. There shall be three standing committees, Executive, Personnel,

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUN 1 10 22 AM '14

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

Article VII-Committees (Cont'd)

and Finance Committees. The Board Chair appoints all committee chairs. Committee Chairs must be members of the Board.

Article VIII-Amendment of Bylaws

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

Article IX-Order of Business

Section 1: A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 2:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Collection of Membership Fees.
4. Financial Report from Treasurer.
5. Reports of Directors.
6. Old and Unfinished Business.
7. New Business
8. Adjournments.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

Presumption of Assent:

Section 3: A Director of the Organization who is present at a meeting of its Board of Directors or a committee at which action on any Organization matters is taken unless he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to such meeting or transacting specific business there at or he/she votes against such action or abstains from the action taken.

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

Articles X-Dissolution of Organization:

Section 1: Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

Article XI-Public Statements

Section 1: Authority to make statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Organization, shall first make it clear that he/she is representing the Organization. Thereafter, throughout the entire presentation, he/she shall confine his/her presentation only to those matters that have been properly approved by the Organization. He/she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his/her own personal views.

Article XII-Indemnification

Section 1: The Organization shall indemnify the Director or any former Director to the full extent permitted Bylaw.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal.

Date _____

(Print Name)

(Signature)

(Print Name)

(Signature)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE WITHIN THIS STATE,
NAMING AGENT UPON ITS PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.901, FL Statutes the following is submitted in compliance with said Act:

That **Make The Homeless Smile Miami, Incorporated**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in Articles of Incorporation, has Valencia Gunder, who is located at 10945 SW 16th Street, Apt #203, Pembroke Pines, FL 33025. County of Broward, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for above stated organization at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Date: _____

(Print Name)

(Signature)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

Narrative Description of Activities

Make The Homeless Smile Miami, Incorporated will accommodate and serve the communities in Miami, FL and surrounding areas with as many resources as possible. Some of the services we will provide are:

- Housing Options
- Food
- Clothing
- Personal Hygiene Products
- Assistance with obtaining access to community resources
- Job Placement

As we expand our organization, we will offer additional services and resources for the community.

Compensation and Other Financial Arrangements with Directors, Trustees, Employees, Independent Contractors and Conflict of Interest

Some Directors are related through family; Dexter Gunder Sr. is the Father of Shamel Gunder. Robert Jones is the Cousin of Shamel Gunder.

The only compensation for Board Members will be mileage and per-diem, as they travel to represent or conduct business for the organization, \$0.56/mile, \$85.00/day for lodging and \$46/day for food.

Currently there are no employees. Rate of pay will be discussed and voted on during a board meeting prior to hiring staff.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54

MAKE THE HOMELESS SMILE MIAMI, INCORPORATED
EIN: 47-2964710

Conflict of Interest Policy

The Board of Directors representing the corporation has adopted this policy. No member of the Board of Directors or any of its committees shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with this Non-Profit Organization. Each individual shall disclose to the Non-Profit Organization any personal interest, which he/she may have in any matter pending before the Board of Directors and shall refrain from participation in any decision on such matters.

Any member of the Director's Board, any Committee or Staff who is an Director, board member, committee member or staff member of a borrower organization or a loan applicant agency shall identify his or her affiliation with such agency or agencies; further in connection with any credit policy committee or board action specifically directed to that agency, he/she shall not participate in the decision affected that agency and the decision must be made and/or ratified by the full board.

Any member of the board, committee, staff, or institute shall refrain from obtaining any list of the corporation's clients for personal or private solicitation purposes at any time during the term of their affiliation.

All Board of Directors, staff members, and committee members will abide by and sig the following written agreement:

Now this is to certify that I, accept as described below, am not now nor at any time during the past year have been:

- A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party, doing business with the corporation which has resulted or could result in personal benefit to me.
- A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or and free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the corporation.
- Any exceptions to the policies described above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transaction with corporation

Date: _____

Signature: _____

Printed Name: _____

Make The Homeless Smile Miami, Incorporated
10945 SW 16th Street, Apt #203
Pembroke Pines, FL 33025
786-877-7826

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 12 PM 12:54