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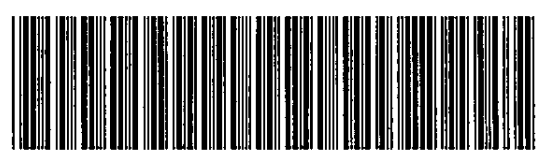
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Amended & Restated
Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Building Neighborhood Partnership, Incorporation

DOCUMENT NUMBER:

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

Please return all correspondence concerning this matter to the following:

Darren Hambrick-Grant

(Name of Contact Person)

Building Neighborhood Partnership, Inc

(Firm/ Company)

20741 US Highway 301

(Address)

Lacoochee, Florida 33523

(City/ State and Zip Code)

sabeauty00@aol.com

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

For further information concerning this matter, please call:

Richard L. Howell

352

476-7414

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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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(Additional copy is
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☐ \$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

Amended & Restated Articles of Incorporation
OF
Building Neighborhood Partnership, Inc

ARTICLE 1 - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located at 20741 U. S. Highway 301, Dade City, Florida 33523

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2- NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

ARTICLE 3- DIRECTORS

SECTION 1. NUMBER

The corporation shall have 5 directors and collectively they shall be known as the Board of Directors. The Board of Directors shall consist of not less than three (3) or more than five (05) members.

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SECTION 2. QUALIFICATIONS

To insure that the organization will serve public interests and not the personal or private interests of a few individuals, unrelated individuals selected from the community the organization will serve should control the organization's governing body (Board of Directors, Board of Trustees, etc.).

Members of the Board should be selected from the following categories; (1) community leaders, such as elected or appointed officials, members of the clergy, educators, civic leaders, or other such individuals representing a broad cross-section of the views and interests of your community, (2) individuals having special knowledge or expertise in your particular field or discipline in which your organization is operating, (3) public officials acting in their capacities as such, (4) individuals selected by public officials, and (5) individuals selected pursuant to your organizations governing instrument or bylaws by a broadly based membership.

Directors shall be of the age of majority in this state. Be in full accord and agreement with the purposes, goals, and objectives of this Corporation as stated herein and in the corporation's constitution. Show active interest in its operations and maintain faithful attention to their responsibilities as Directors. Other qualifications for directors of this corporation shall be determined by the directors.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act, or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

(d) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Directors shall be held at least three times a year. Directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such,

whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4- OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this corporation provided he or she meets all the requirements set by the board of directors.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of

President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall: Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. Moreover any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties. The corporation would seek outside

counsel for establishing what is reasonable and commensurate. The officers will disqualify themselves from all votes pertaining to their own salaries. The corporation will set up a Conflict of Interest Policy, full "Accountable Reimbursement policy (monthly reimbursements) and an Officer Employment agreement.

ARTICLE 5 - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by one or more of the officers of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified

by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the

member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, 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 of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of the 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 a court of competent jurisdiction in 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 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 10 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11

CONFLICT OF INTEREST

SECTION 1 PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2 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, through business, investment, or family:

- a. An ownership or investment interest in any entity with 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, or

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 necessary a conflict of interest. Under Article III, Section 2, a person has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest may exists.

SECTION 3 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.

a Purchase or sell services, goods or assets

If the organization will purchase or sell any goods, services or assets TO or FROM any of the officers, directors, trustees, employees, independent contractors the organization will record any such purchase or sale that is made, how the terms are or will be negotiated at arm's length, and will explain how it was determine that the organization will pay no more than fair market value or will be paid at least fair market value.

b Leases, Contracts or Loans

If the organization will have any leases, contract, loans, or other agreements with the officers, directors, trustees, employees, independent contractors the organization will record any such arrangements, identify with whom and explain how the terms are or will be negotiated at arm's length. Moreover, the organization will record how the organization determined that it will not pay more than fair market value of that the organization is pad at least fair market value.

c. Members and Other Individuals and Organizations that receive benefits from the organization.

If an individuals who received goods, services, or funds through the organizations programs has a family or business relationship with any officer, director, trustee, employees, or independent contractors the organization will record how and why these related individuals are eligible for goods, services, or funds.

If there is a business or family relationship between any manager or developer of the organizations facilities and officers, directors, or trustees, the organization will record the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that the organization will pay no more than fair market value.

2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all materials 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, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transactions or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a 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 Organization'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.

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 or possible conflicts of interest, it shall inform the member of the basis of 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.

SECTION 4 RECORDS OF PROCEEDINGS

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflicts of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or 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.

SECTION 5 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 who 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.

SECTION 6 ANNUAL STATEMENTS

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

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy and
- d. Understand 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.

SECTION 7 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 periodic reviews shall, at minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnership, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8 USE OF OUTSIDE EXPERTS

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

ARTICLE 12

Disclosure/Transparency in Governance and Finances

1. The organization will make public available a list of the board members and the salaries they are paid.
 2. The organization will maintain records containing additional identifying information about its board members, such as home address, social security number, citizenship, etc.
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3. The organization will maintain records containing identifying information about its board members of any subsidiary or affiliate receiving funds from the charity.

A. Key Employees

1. The organization will make public available a list of five highest paid employees (the key employees) and the salaries and/or direct or indirect benefits they receive.

2. The organization will maintain records containing additional identifying information about its key employees, such as home address, social security number, citizenship, etc.

3. The organization will maintain records containing identifying information for key employees of any subsidiary or affiliate receiving funds from the charity.

B. Distribution of Funds

1. The organization will publicly identify any subsidiaries and/or affiliates that receive funds from the charity.

2. The organization will provide upon request an annual report. The annual report should describe the charity's purpose(s), programs, activities, tax-exempt status, the structure and responsibility of the governing body of the charity, and financial information.

3. The organization will provide upon request complete annual financial statements. The financial statements should present the overall financial condition of the charity and its financial activities in accordance with generally accepted accounting principles and reporting practices. .

C. Solicitations for Funds

1. The organization will clearly state its goals and purposes so that anyone examining its disbursement of funds can determine whether the charity is adhering to those goals..

2. Solicitation for donations should accurately and transparently tell donors how and where their donations are going to be expended.

3. The organization will substantiate on request that solicitations and informational materials distributed by any means, are accurate, truthful, and not misleading, in whole or part.

ARTICLE 13

Financial Practice/Accountability

- A. The organization will have a budget, adopted in advance on an annual basis that is overseen by the board.
- B. The board of the organization will appoint one individual to serve as the financial/accounting officer who is ultimately responsible for the day-to-day control over the money of the charity.
- B. The board of the organization will appoint one individual to serve as the financial/accounting officer who is ultimately responsible for the day-to-day control over the money of the charity.
- C. If the charity's total annual gross income exceeds \$250,000, the board of the organization will select an independent certified public accounting firm, which services as an auditor, reviews the finances of the charity, and issues a yearly audited financial statement. The yearly audited financial statement should be available for public inspection.

A. Receipt and Disbursement of Funds

1. The Organization will account for all funds received and disbursed, in accordance with generally accepted accounting principles and the requirements of the Internal Revenue Code. The organization will maintain records of the salaries it pays and expenses it incurs.
 2. The organization will include in its accounting of all charitable disbursements the name of each recipient and the amount disbursed.
 3. The charity, after recording, should promptly deposit all received money into the bank account maintained by the charity. In particular, all cash donations should be promptly deposited into the charity's bank account.
 4. The organization will make disbursements by check or wire transfer, but not in cash.
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ARTICLE 14

Anti-Terrorist Financing Procedures:

The organization will take the following steps before any charitable funds are disbursed to foreign recipient organizations.

A. The organization will collect the basic following information about a foreign recipient organization.

1. The foreign recipient organization's name in English, in the language of origin, and any acronym or other names used to identify the foreign recipient organization.
2. The jurisdictions in which the foreign recipient organization maintains a physical presence.
3. The jurisdictions in which the foreign recipient organization is incorporated or formed.
4. The address and phone number of any place of business of the foreign recipient organization.
5. The principal purpose of the foreign recipient organization, including a detailed report of the recipient's projects and goals.
6. The names and addresses of organizations to which the foreign recipient organization currently provides or proposes to provide funding, services, or material support, to the extent known, as applicable.
7. The names and addresses of any subcontracting organizations utilized by the foreign recipient organization.
8. Copies of any public filings or releases made by the foreign recipient organization, including most recent official registry documents, annual reports, and annual filing with the pertinent government, as applicable.
9. Copies of the foreign recipient organization's existing sources of income, such as official grants, private endowments, and commercial activities..

B. The organization will conduct basic vetting of potential foreign recipient organizations as follows:.

1. The organization will be able to demonstrate that it conducted a reasonable search of public information, including information available via the internet to determine whether the foreign recipient Organization is or has been activity.
2. The organization will be able to demonstrate that it verified that the foreign recipient organization does not appear on any list of the U. S. Government, the United Nations, or European Union identifying it as having links to terrorism or money laundering. The organization will consult the Department of the Treasury's Office of Foreign Assets Control Specially Designated National List, which will identify entities designated by the U. S. Government as Foreign Terrorist Organizations or as supporters of terrorism. The charity also should consult the U. S. Government's Terrorist Exclusion list maintained by the Department of Justice, the list promulgated by the United Nations pursuant to UN Security Council Resolutions 1287 and 1390, the list promulgated by the European Union pursuant to EU Regulation 2580, and any other official list available to the charity.
3. The organization will obtained the full name in English, in the language of origin, and any acronym or other names used, as well as nationality, citizenship, current, current country of residence, place and date of birth for key staff at the foreign recipient organization's principal place of business, such as board members, etc., and for senior employees at the recipient's other locations. The organization will run the names through public databases and compare them to the lists noted above.
4. The organization will require foreign recipient organizations to certify that they do not employ or deal with any entities or individuals on the lists referenced above, or with any entities or individuals known to the foreign recipient organization to support terrorism.

C. The organization will review the financial operations of the foreign recipient organization as follows:

1. The organization will determine the identity of the financial institution with which the foreign recipient organization maintains accounts. The organization will seek bank references and determine whether the financial institution is (I) a shell bank, (II) operating under an offshore license, (III) licensed in a jurisdiction that has been determined to be non-cooperative in the international fight against money laundering, (IV) licensed in a jurisdiction that has been designated by the Secretary of the Treasury to be a primary money laundering concern; and (V) license to a jurisdiction that lacks adequate anti-money laundering controls and regulatory oversight.
2. The organization will require periodic reports from the foreign recipient organization on its operational activities and uses of the disbursed funds.

4. The organization will require the foreign recipient organization to undertake reasonable steps to ensure that funds provided by the charity are not ultimately distributed to terrorist organizations. Periodically, the foreign recipient organization should appraise the charity of the steps it has taken to meet this goal.

4. The organization will perform routine, on-site audits of foreign recipient organizations whenever possible, consistent with the size of the disbursement and the cost of the audit.

ARTICLE 15

RESPONSIBILITIES AS AN EXEMPT ORGANIZATION

SECTION 1. NOTIFY THE I.R.S. ON THE FOLLOWING MATTERS

If the organization changes the name, address, purposes, operation or sources of financial support we will inform the TE/GE Customer account Services Office at the following address, Internal Revenue Service, P. O. Box 2508, Cincinnati, Ohio 45201. If the organization amends the organizational documents or by laws, or dissolve the organization, the organization will provide the I.R.S. Customer Account Services Office with a copy of the amended documents.

SECTION 2. FILING REQUIREMENTS

The organization will consult outside counsel for State and Federal annual filing requirements of the organization and also will review the exemption letter from the I.R.S and see if it is indicated whether the organization must file a form 990, Return of Organization Exempt from Income Tax and Form 8734, Support Schedule for Advance Ruling Period. The organization will also consult outside counsel on the following: **UNRELATED BUSINESS INCOME TAX RETURN EMPLOYMENT TAXES**

If the organization has employees, the organization will seek outside counsel regarding to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA), also, withholding of federal income tax from employee's wages. In addition, the organization will have a form 2-4, Employee's Withholding Allowance Certificate, on file for each employee. The organization will seek outside counsel for Employment taxes Form 941, Employer's Quarterly Federal Tax Return.

SECTION 3. PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

The organization will make annual information return, Form 990 or Form-EZ, available for public inspection three years after the later of the due date of the return, or the date the return is filed. The

organization will also make available for public inspection our exemption application, any supporting documents, and our exemption letter. The organization will provide copies of these documents to any individual upon written or in person request without charge other than reasonable fees for copying and postage. The organization may also fulfill this requirement by placing these documents on the Internet. The organization will consult Publication 557 for additional information.

SECTION 4. CONTRIBUTIONS

Contributions to the organization are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions. The organization will consult outside counsel and review publication 1771.

SECTION 5. CONTRIBUTIONS OF \$250 OR MORE

The organization will provide donors a written substantiation of any charitable contribution of \$250 or more. The written statement will list any cash contribution or describing any donated property. This written statement will be provided at the time of the contribution. The format for the written statement may be letters, postcards and/or electronic (email) or computer generated forms.

The donor is responsible for the evaluation of donated property. However, the organization's written statement will provide a sufficient description to support the donor's contribution. The organization will consult outside counsel and review Publication 1771, Charitable Contribution – Substantiation and Disclosure Requirements. In addition, Publication 561, determining the Value of Donated Property will also be reviewed.

SECTION 6. CONTRIBUTIONS OF MORE THAN \$75 AND CHARITY PROVIDES GOODS OR SERVICES

The organization will provide written disclosure statement to donors who receive goods or services from the organization in exchange for contribution in excess of \$75. Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange. Ticket purchase and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances.

If the organization conducts fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, the organizations will provide a written statement informing donors

of the fair market value of the specific items or services that the organization provided in exchange for contribution of more than \$75.

The organization will provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in the organization's fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of: goods or services provided by the charity. The disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, the disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. The organization will seek outside counsel for additional information, and review publication 1771 and Publication 526 Charitable Contributions.

SECTION 7. NON-CASH CONTRIBUTIONS

The Organization may accept non-cash contribution such as securities, intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles; boats; planes; or other vehicles or collectibles of any type.

The Organization will consult outside counsel regarding "The American Jobs Creation Act" and the I.R.S. provisions regarding charitable contributions of non-cash property. Moreover, the organization will inform the donor to consult a tax professional to figure and calculate the fair market value of property and goods contributed to the charity based on rules outlined in the Internal Revenue Service regulations and presented in various IRS Publications.

The Organization will immediately consult outside counsel regarding the sale of ANY and ALL donated goods or property valued at \$500 or more.

ARTICLE 16 GRANTS TO INDIVIDUALS

If the Organization begins an individual grant program that was not described in the exemption application, the organization will notify I.R.S. about the program.

Funds that the organization may distribute to an individual as a grant must be made on a true charitable basis in furtherance of the purposes for which the organization is organized. Therefore, the organization will keep adequate records and case histories that demonstrate that grants to individuals serve the organization's charitable purposes. The organization will substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals will show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to the organization. The organization will see outside counsel for additional information.

The date of each amendment(s) adoption: 04/25/2016, if other than the date this document was signed.

Effective date if applicable: 04/25/2016
(no more than 90 days after amendment file date)

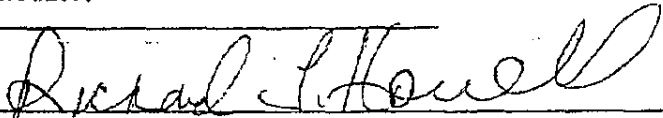
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 05/04/2016

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)

Richard L. Howell

(Typed or printed name of person signing)

3rd Vice President

(Title of person signing)