

SECRETARY OF STATE  
TALLAHASSEE, FL

And



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 20, 2018

KIMBERLY BOONE  
2810 E HILLSBOROUGH AVE UNIT #11417  
TAMPA, FL 33610

SUBJECT: A KINGDOM MOVEMENT FOUNDATION, CORP  
Ref. Number: N16000007257

We have received your document for A KINGDOM MOVEMENT FOUNDATION, CORP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attachment cannot be entitled articles of incorporation because the entity already has articles of incorporation on file with this office. It can be entitled "Attachement to the articles of amendment to articles of incorporation."

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.

Rebekah White  
Regulatory Specialist II

Letter Number: 518A00019625

*We have made the required  
change. Thank you!*

*K. Boone*

*Ph # (813) 748-4830*

2018 OCT 30 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FL

RECEIVED

FILED

Articles of Amendment  
to  
Articles of Incorporation  
of

2018 OCT 30 PM 2: 52

SECRETARY OF STATE  
TALLAHASSEE, FL

A Kingdom Movement Foundation

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

N16000007257

(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:

Kimberly F. Boone

2810 E. Hillsborough Avenue, Unit #11417

(Florida street address)

New Registered Office Address:

Tampa

(City)

Florida

(Zip Code)

33610

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.

Kimberly Boone

Signature of New Registered Agent, if changing

\* Same agent, but different address.

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>

Type of Action  
(Check One)

Title

Name

Address

- |                                            |          |                            |                                                                                   |
|--------------------------------------------|----------|----------------------------|-----------------------------------------------------------------------------------|
| 1) <input type="checkbox"/> Change         | <u>0</u> | <u>Michael L. Williams</u> | <u>2810 E. Hillsborough Ave.</u><br><u>Unit # 11417</u><br><u>Tampa, FL 33610</u> |
| <input type="checkbox"/> Add               |          |                            |                                                                                   |
| <input checked="" type="checkbox"/> Remove |          |                            |                                                                                   |
| 2) <input type="checkbox"/> Change         | <u>0</u> | <u>Nikita Dec</u>          | <u>2810 E. Hillsborough Ave.</u><br><u>Unit # 11417</u><br><u>Tampa, FL 33610</u> |
| <input type="checkbox"/> Add               |          | <u>Name Change</u>         |                                                                                   |
| <input checked="" type="checkbox"/> Remove |          |                            |                                                                                   |
| 3) <input type="checkbox"/> Change         | <u>0</u> | <u>Nikita Dera</u>         | <u>2810 E. Hillsborough Ave.</u><br><u>Unit # 11417</u><br><u>Tampa, FL 33610</u> |
| <input checked="" 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            |          |                            |                                                                                   |

just name change - last name

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

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

\* Please See our new Articles Attached for filing.

The date of each amendment(s) adoption: August 4, 2018, 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

8/4/18

Signature

Kimberly Boone  
(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)

Kimberly Boone  
(Typed or printed name of person signing)

President / Chairman  
(Title of person signing)

**ATTACHMENT TO THE  
ARTICLES OF  
AMENDMENT TO  
ARTICLES OF  
INCORPORATION**

# **A KINGDOM MOVEMENT FOUNDATION, INC.**

## **Article I: Name**

The name of the organization shall be **A Kingdom Movement Foundation, Inc.** ("A Kingdom Movement").

## **Article II: Purpose**

### **Section 1 – Nonprofit Purpose**

This Corporation 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 under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

A Kingdom Movement Foundation, Inc. is an established 501(c)(3) nonprofit. A Kingdom Movement seeks to financially invest in Kingdom activity locally and throughout the world. A Kingdom Movement Foundation, Inc. seeks to partner with individuals, businesses, nonprofits, community groups and ministries in order to be a resource for inspiring, unifying and mobilizing the Body of Christ so that God's Love is manifested throughout the Earth.

### **Section 2 – Specific Purpose**

The purpose of A Kingdom Movement Foundation, Inc. is to realign and restore the Body of Christ to God's original intent to establish His Kingdom in the Earth. A Kingdom Movement is a resource organized to inspire, mobilize and unify the Body of Christ.

The specific objectives and purpose of this organization shall be:

- a. To be a resource by providing and sponsoring safe spaces and other resources for various persons and communities in poverty and other forms of oppression;
- b. To be a resource by providing and sponsoring opportunities and training to persons that want to continue the ministry of Jesus Christ and advance the kingdom of God.

## **Article III: Membership**

### **Section 1 – Membership**

The membership of the Corporation shall consist of the members of the Board of Directors.

To become a Member of A Kingdom Movement Foundation, Inc., potential Board Members must be first approved by the Founder, Kimberly Boone, and placed up for the Board of Directors vote and then approved by a majority vote by the Board of Directors present and voting. Each potential Board Member must meet the following requirements:

- a. Be a Believer and Follower of Jesus Christ



- b. Be aligned to the God given vision of A Kingdom Movement Foundation, Inc.

### **Section 2 – Monetary Dues**

The amount required for annual dues shall be an undisclosed amount that is between each Board Member and God. It is asked of every Board Member to invest a financial seed as a sign of agreement with what God is asking the Board to do collectively in advancing His Kingdom in the Earth.

### **Section 3 – Rights of Members**

Members of A Kingdom Movement Foundation, Inc. have the following rights and responsibilities:

- a. To express thought and opinion associated with topics and initiatives
- b. To cast one (1) vote for every opportunity to vote on initiatives
- c. To invest/sow time, energy and personal resources into the God-given vision

### **Section 4 – Resignation and Termination**

Any Board Member may resign by filing a written resignation with the secretary. Resignation shall not relieve a Member of unpaid commitments or other charges previously accrued. Donations previously given or promised will not be reimbursed. Any Member may have their membership terminated by a majority vote of the Board.

### **Section 5 – Non-Voting Membership**

The Board shall have the authority to establish and define non-voting categories of Membership.

## **Article IV: Officers and Decision-Making**

### **Section 1 – General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2 – Number, Tenure, Requirements, and Qualifications**

- a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the first Vice-President, the second Vice-President, the Secretary, and the Treasurer.
- b. The Members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All Members of the Board of Directors and Advisory Council must be approved by a majority vote of the Members present and voting. No vote on new Members of the Board of Directors.

or Advisory Council, are held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

- c. No two Members of the Board of Directors related by blood may serve on the Board of Directors at the same time.
- d. Each Member of the Board of Directors shall be a Member of the Corporation whose membership donation dues are paid in full (on honor system) and shall hold office for up to a three-year term as submitted by the nominations committee.
- e. Newly elected Members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, Members of the Board of Directors may serve additional three (3) year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all Members of the Board of Directors shall expire.
- f. Each Member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.
- g. Each Member of the Board of Directors shall contribute at least one (1) donation to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board Member, and received by the Corporation. No contribution credit shall be given for in-kind donations. Provided, however, that the donation requirement for any Member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

### **Section 3 – Regular Meetings and Annual Meetings**

The regular meeting of the organization shall be on the same day and at the same time each month, to be determined by the Executive Committee of the Board of Directors.

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors.

Notice of these meetings shall be sent to all Members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4 – Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two Members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

## **Section 5 – Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

## **Section 6 – Quorum**

The presence, in person of a majority of current Members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the Members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

## **Section 7 – Forfeiture**

Any Member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

## **Section 8 – Vacancies**

If there is a vacancy in the office of Chairman/President, the Vice Chair/Vice President will become the Chairman/President. At the next regularly scheduled meeting, a new Vice Chair/Vice President will be elected.

Whenever any other vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining Members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. *(See Article III, Section 1)*

## **Section 9 – Compensation**

Members of the Board of Directors shall not receive any compensation for their services as only Directors.

### **Section 10 – Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all Members of the Board of Directors.

### **Section 11 – Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **Section 12 – Advisory Council**

An Advisory Council may be created whose Members shall be elected by the Members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council Members may attend said meetings at the invitation of a Member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 13 – Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order. Robert's Rules of Order shall govern meetings when they are not in conflict with the organizations bylaws or any other special/standing rules.

### **Section 14 – Standing Rules**

Standing rules may be approved by the Executive Board, and the Secretary shall keep a record of the standing rules for future reference.

## **Section 15 – Removal**

Any Member of the Board of Directors or Members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the Members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each Member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a Member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **Section 16 – Dissolution**

The Board of Directors may dissolve the organization by vote of three-quarters (3/4) of the Members of the Board of Directors. Each Member of the Board of Directors must receive written notice of the proposed dissolution at least fifteen (15) days in advance of the proposed action.

# **Article V: Officers**

## **Section 1 – General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The executive officers of this Board shall be the President, Vice-President(s), Secretary and Chief Financial Officer/Treasurer. All officers must have the status of active Members of the Board.

## **Section 2 – Officers' Titles & Main Duties:**

### **a. Chairman of the Board/President:**

- Casts God-given vision
- Serves as President of A Kingdom Movement
- Leads the Board to carry out its governance functions
- Ensures that the Board has approved policies to help ensure sound and compliant governance and management of A Kingdom Movement
- Presides at all meetings of the Board and the Executive Committee
- Sets priorities and creating agendas for meetings of Board and Executive Committee
- Provides general superintendence and direction of all other officers of A Kingdom Movement and see that their duties are properly performed

- Submits a report of the operations of the program for the fiscal year to the Advisory Board and Members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program
- Appoints Committees – Shall be Ex-officio Member of all standing committees and shall have the power and duties usually vested in the office of the President
- Manages the Advisory Board and insures that all orders and resolutions of the Advisory Board are brought to the Board of Directors
- Performs other duties per the bylaws
- Serves as an ambassador for A Kingdom Movement advocating its mission to others, representing A Kingdom Movement in public by giving speeches, writing articles and attending functions on behalf of A Kingdom Movement
- Edits and approves monthly newsletter before email distribution

**b. Vice Chair/Vice President:**

- Serves directly under the chair of A Kingdom Movement
- Serves as the Board leader when the chair is not present, such as during official Board meetings
- Performs duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board
- Sets up the scheduled Board meetings
- Edits monthly newsletter before email distribution

**c. Secretary:**

- Attends all meetings of the Advisory Board and of the Executive Committee, and all meetings of Members, and assisted by a staff Member, will act as a clerk thereof
- Serves as the active conduit for communication between Board Members, giving notice of meetings and timely distribution of materials such as agendas and meeting minutes
- Ensures that all rules and bylaws of A Kingdom Movement are adhered to by the Board during all meetings
- Takes and submits meeting minutes for amendment or approval by the Board
- Keeps all A Kingdom Movement records and non-financial documents, including bylaws, articles of in Corporation and minutes of historical meetings
- Creates monthly newsletter to those within the A Kingdom Movement database (The newsletter is to inspire the Body of Christ to walk in their positional authority as Sons/Daughters and to discover their God-given purpose)
- Ensure privacy of all contact information of those within the A Kingdom Movement database is protected

**d. Chief Financial Officer/Treasurer:**

- Keeps A Kingdom Movement's financial records until the need of a professional accountant or business manager is in place
- Manage and oversees A Kingdom Movement's financial affairs which include basic tasks like selecting a bank, reconciling bank statements and managing cash flow
- Prepares and facilitates the preparation of an annual budget as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget
- Makes sure that budget supports A Kingdom Movement's vision and goals and in doing so drives decision-making toward the success of effectuating the mission
- Keeps copies of the main financial records
- Signs checks, approves purchases and invoices
- Acts as a financial liaison in translating financial concepts and information for the Board who do not have financial backgrounds or experience. Prepares and delivers a treasurer's report at each meeting
- Completes and approves annual tax filing
- Performs such other duties as may be prescribed by the Advisory Board or the President under their supervision

**e. Board Members:**

- Often volunteer to lead committees such as marketing or website committees
- Attend meetings, receive updates, vote on Board matters
- Have the right to make motions, discuss them and vote on them
- Contribute (write & submit short articles, pictures, suggestions, etc.) to monthly newsletter (The newsletter is to inspire the Body of Christ to walk in their positional authority as Sons/Daughters and to discover their God-given purpose)

**Section 3 – Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

#### **Section 4 – Removal of Officer**

The Advisory Board with the concurrence of 3/4 of the Members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the Member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### **Section 5 – Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to Members of the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold Membership or office for the unexpired term in respect of which such vacancy occurred.

### **Article VI: Committees**

#### **Section 1 – Committee Formation**

The Board may create committees as needed, such as Fundraising, Housing, Public Relations, Nominating, Data Collection and Audit, etc. The Board Chair appoints all committee chairs.

#### **Section 2 – Executive Committee**

The four (4) executive officers serve as the Members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

If an Executive Director is hired (*See Article VII: Corporate Staff*), attending the Board meetings will be required for this staff Member. This will ensure the Executive Director is aware of all Board discussions and the Board is aware of the Executive's activities.

#### **Section 3 – Finance Committee**

The Chief Financial Officer/Treasurer is the chair of the Finance Committee, which includes three (3) other Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board Members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board Members, and the public.



## **Article VII: Finances**

### **Section 1 – Budget**

A tentative budget shall be drafted by the Treasurer in the Spring for the following year and approved at the Annual Meeting by a majority vote of the Board Members present.

### **Section 2 – Records**

The Treasurer shall keep accurate records of any disbursements, income and bank account information.

### **Section 3 – Expenses**

The Board shall approve all expenses of the organization.

Two authorized signatures shall be required on each check over the amount of \$100. Authorized signers shall be the President, Treasurer and Executive Director.

### **Section 4 – Dissolution**

In the event of dissolution of the organization, any remaining funds should be used to pay any outstanding bills and with the Board's approval to invested into an effort to transform people and their lives.

## **Article VIII: Corporate Staff**

### **Section 1 – Executive Director**

The Board of Directors *may* hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee Member or Member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc Member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any Member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the Members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **Article IX: Conflict of Interest & Compensation**

### **Section 1 – Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (A Kingdom Movement Foundation, Inc.) 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**

*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.

*Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which 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 necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

### **Section 3 – Procedures**

- a. **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.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the 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.

c. Procedures for Addressing the Conflict of Interest

1. 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.
2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. 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 would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under 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.

d. Violations of the Conflicts of Interest Policy

1. 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 for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
2. 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 minutes of the governing Board and all committees with Board delegated powers shall contain:  
The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the 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 whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.
- c. No voting Member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **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. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one (1) 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 a 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 partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increment, impermissible private benefit or in an excess benefit transaction.

### **Section 8 – Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, 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 periodic reviews are conducted.

## **Article X: Conflict of Interest & Compensation**

### **Section 1 – General**

To the full extent authorized under the laws of the state of Florida, the Corporation shall indemnify any director, officer, employee, or agent, or former Member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing Members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2 – Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3 – Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **Article XI: Books & Records**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **Article XII: Amendments**

### **Section 1 – Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2 – Bylaws**


The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **Adoption of Bylaws**

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 7 day of August, 2018.

  
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**Kimberly Boone, Chairman/President – A Kingdom Movement Foundation, Inc.**

  
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**ATTEST Kimberly Kelley, Secretary – A Kingdom Movement Foundation, Inc.**

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