

N170000007487

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Shepherd of Egypt, Inc

DOCUMENT NUMBER: N17000007487

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

Please return all correspondence concerning this matter to the following:

William Assad

(Name of Contact Person)

(Firm/ Company)

3202 Henderson Blvd # 204A

(Address)

Tampa, FL 33609

(City/ State and Zip Code)

assad2003@yahoo.com

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

For further information concerning this matter, please call:

William Assad

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

SEP 25 AM 10:34

Articles of Amendment  
to  
Articles of Incorporation  
of

Shepherd of Egypt, Inc

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

NI7000007487

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

|  |           |                    |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u>    |
| <input checked="" type="checkbox"/> Remove | <u>V</u>  | <u>Mike Jones</u>  |
| <input checked="" type="checkbox"/> Add    | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u><br>(Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              |             | _____          |
| <input type="checkbox"/> Remove      |              |             | _____          |
| 2) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              |             | _____          |
| <input type="checkbox"/> Remove      |              |             | _____          |
| 3) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              |             | _____          |
| <input type="checkbox"/> Remove      |              |             | _____          |
| 4) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              |             | _____          |
| <input type="checkbox"/> Remove      |              |             | _____          |
| 5) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              |             | _____          |
| <input type="checkbox"/> Remove      |              |             | _____          |
| 6) <input type="checkbox"/> Change   | _____        | _____       | _____          |
| <input type="checkbox"/> Add         |              |             | _____          |
| <input type="checkbox"/> Remove      |              |             | _____          |

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

Amend in order to file Articles of Amendent to the Articles of Incorporation, By Laws and Articles of Dissolution

See attached document to incorporate into the file

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: August 20th, 2017, if other than the date this document was signed.

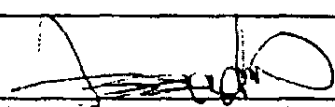
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**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 August 20, 2017

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)

William Assad

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**OF**  
**SHEPHERD OF EGYPT, INC.**

A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this Corporation is SHEPHERD OF EGYPT, INC. The mailing address of the Corporation is 3202 Henderson Blvd #204A Tampa, FL 33069 and the principal address of the Corporation is 415 Saint Andrews Dr. Belleair, FL 33609

**ARTICLE II**  
**PURPOSES RIGHTS AND POWERS**

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable,) literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or as an organization, contributions to which are deductible under Code Section 170(c)(2).
2. No Substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Code Section 501(h). The Corporation shall not participate in or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition any candidate for public office.
3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501 (c)(3).
4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation, thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income there from or distribute the same for the above purposes.

**ARTICLE III**  
**LIMITATIONS**

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in Article II hereof.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

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behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code. Such corporations described in the prior sentence are "qualified organizations."

3. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.
4. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.
5. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.
6. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.
7. The Corporation will not make any taxable expenditure as defined in Code Section 4945, or the corresponding section of any future federal tax code.

#### ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of Code Section 501(c)(3), 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 of 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."

#### ARTICLE V MEMBERS: DIRECTORS

1. The Corporation shall not have any members.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.



3. The persons who shall serve until the first election of Directors are as follows:

| <u>Name</u>                | <u>Address</u>  |
|----------------------------|---|
| William Assad              | 3202 Henderson Blvd # 204A Tampa, FL 33609  |
| Hany Ramzy<br>Nabil Gerges | 3202 Henderson Blvd # 204A Tampa, FL 33609<br>415 Saint Andrews Dr Belleair, FL 33756 |
| Lydia Sabry Wahib          | 3202 Henderson Blvd # 204A Tampa, FL 33609  |

#### ARTICLE VI OFFICERS

1. Officers. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.
2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.
3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.
4. Initial Officer. The person who shall serve as an officer until the first election of officers as follows:

William Assad - President

#### ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written Consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

#### ARTICLE VIII BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

#### ARTICLE IX INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to

include reference to the Corresponding provisions of any applicable future Internal Revenue Law of the United States.

#### ARTICLE X INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent Counsel selected by the Directors sh3n deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

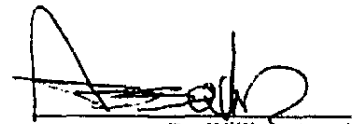
#### ARTICLE XI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3202 Henderson Blvd # 204A Tampa, FL 33609, and the name of the initial registered agent of this Corporation at that address is William Assad.

#### ARTICLE XII INCORPORATOR

The name and address of the person signing these Articles are: William Assad at 3202 Henderson Blvd # 204A Tampa, FL 33609

IN WITNESS WHEREOF, the undersigned has subscribed his name this 20th day of August 2017, at Tampa, Florida.

  
Dr. William Assad  
President


CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF  
PROCESS WITHIN FLORIDA

Pursuant to Fla Stat. §48.091, SHEPHERD OF EGYPT, INC., desiring to organize under the laws of the State of Florida, hereby designates William Assad, located at 3202 Henderson Blvd # 204A Tampa, FL 33609, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: August 20, 2017

  
WILLIAM ASSAD  
an individual

## **Conflict of Interest Policy**

Shepherd of Egypt, Inc.

### **Article I**

#### **Purpose**

The Corporation, Shepherd of Egypt, Inc., is organized exclusively for advancement of religious, educational and other related corresponding purposes, as specified in Section 501(c)(3) of the Internal Revenue Code, including 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.

The Specific Purpose of this Conflict of Interest Policy is to protect the Corporation'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 Corporation 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 non-profit and charitable corporations.

### **Article II**

#### **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:

- An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
- A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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.

**Article III**  
**Procedures**

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **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.
3. **Procedures for Addressing the Conflict of Interest:**
  - 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.
  - 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.
  - After exercising due diligence, the governing board or committee shall determine; whether the Corporation 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.
  - 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 Corporation'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 Conflicts of Interest Policy**
  - 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.
  - 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.

Article IV  
Records of Proceedings

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.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion , including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings .

Article V  
Compensation

- A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI  
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 Corporation 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.

Article VII  
Periodic Reviews

To ensure the Corporation 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 Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII  
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation 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.

**ADOPTION OF CONFLICT OF INTEREST POLICY**

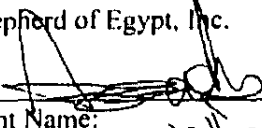
I do hereby certify that the above stated Conflict of interest Policy for Shepherd of Egypt, Inc., were approved and adopted by the Board of Directors on August 20, 2017 and further constitutes a complete copy of the Conflict of interest Policy of the Corporation.

Shepherd of Egypt, Inc.

Print Name:

Title: President

Date:

  
William Asad  
8/22/17