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COVER LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Englewood Community Services, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

■ \$70.00 Filing Fee

■ \$78.75 Filing Fee & Certificate of

Status

\$78.75

Filing Fee & Certified Copy \$87.50

1

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carol Moore

Name (Printed or typed)

1701 Beach Road #302

Address

Englewood, FL 34223

City, State & Zip

941-681-3031

Daytime Telephone number

cymoore@sun-hearld.com

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE	I NAME Englewood C the corporation shall be:	-	- :	エリ
ARTICLE			Mailing address, if different 7: AUG 23	PM 3: N
17	Principal <u>street</u> address: 701 Beach Road #302			
	nglewood, FL 34223			CZ. FĽÓRI
ARTICLE The purpose	HI PURPOSE for which the corporation is organized is:	o focus on t	he community of Englewood	, FL
and to	conduct activities, events, ar	nd projects t	hat contribute to the quality o	of
life of E	Englewood residents and visi	tors.		
				.
				
, <u></u> ,-				
			As set	forth
ARTICLE	IV MANNER OF ELECTION The n	nanner in which the	directors are elected and appointed: As set	forth
ARTICLE in the by	IV <u>MANNER OF ELECTION</u> The n	nanner in which the	directors are elected and appointed: As set	forth
in the by	laws.		directors are elected and appointed: As set	forth
in the byl	aws. v initial officers and/or d	IRECTORS		forth
in the byl ARTICLE Name and T	laws.	IRECTORS Name and Title	Bobbie Marquis- Vice President 301 Gladstone Blvd.	forth
in the byl	w INITIAL OFFICERS AND/OR D Title: Carol Moore- President 1701 Beach Road #302	IRECTORS	Bobbie Marquis- Vice President 301 Gladstone Blvd.	forth
in the byl ARTICLE Name and T	laws. v initial officers and/or b title: Carol Moore- President	IRECTORS Name and Title	Bobbie Marquis- Vice President	forth
in the byl ARTICLE Name and T Address	v INITIAL OFFICERS AND/OR D. Carol Moore- President 1701 Beach Road #302 Englewood, FL 34223	IRECTORS Name and Title Address:	Bobbie Marquis- Vice President 301 Gladstone Blvd. Englewood, FL 34223	forth
in the byl ARTICLE Name and T Address	w INITIAL OFFICERS AND/OR D Title: Carol Moore- President 1701 Beach Road #302	IRECTORS Name and Title Address: Name and Title	Bobbie Marquis- Vice President 301 Gladstone Blvd.	forth
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in the byl ARTICLE Name and T Address	Iaws. INITIAL OFFICERS AND/OR D Title: Carol Moore- President 1701 Beach Road #302 Englewood, FL 34223 Title: Keith Farlow- Director 302 Lake Tahoe Ct. Englewood, FL 34223	IRECTORS Name and Title Address: Name and Title Address:	Bobbie Marquis- Vice President 301 Gladstone Blvd. Englewood, FL 34223 Jonathan Varner- Director 9087 Anita Avenue	forth
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Name and Title:		Name and Title:	_
Address	<u> </u>		_
Name and Title:		Name and Title:	-
Address _		Address:	_
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ARTICLE VI The name and FI	REGISTERED AGENT lorida street address (P.O. Box NOT acce	ptable) of the registered agent is:	E
Name:	Carol Moore	32. 95. 22.	23 (***)
Address:	1701 Beach Road #302	2	
, , , , , , , , , , , , , , , , , , , ,	Englewood, FL 34223		3:01
ARTICLE VII	INCORPORATOR	:	
	Idress of the Incorporator is:		
Name:	Carol Moore		
Address:	1701 Beach Road #302	2	
	Englewood, FL 34223		
certificate, I am f	familiar with and accept the appointment a	of process for the above stated corporation at the place is registered agent and agree to act in this capacity	e designated in this
	Mool Mool	8-1-17	
(Required Signature of Registered	Agent Date	
I submit this docu to the Departmen	ument and affirm that the facts stated here it of State constitutes a third degree felony	ein are true. I am aware that any false information submas provided for in s.817.155, F.S.	itted in a document
	and of Mon.		
	Required Signature of Incor	porator Date	 :

Englewood Community Services, Inc. Conflict of Interest Policy

Article I -Purpose

The purpose of the conflict of interest policy is to protect the Englewood Community Services, Inc. (hereinafter the "Organization") 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 otherwise 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.

Article II - Definitions

A. Conflict of Interest

A conflict of interest is a set of circumstances that creates a risk that professional judgment or actions regarding a primary interest will be unduly influenced by a secondary interest.

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

B. Interested Person

An interested person includes: any director, officer, key employee, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

C. Financial Interest

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

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement
- iii. Within the last three years, been an employee of the organization or of an affiliate of the organization or who has a relative who is, or has been within the last three years, a key employee of the organization or of an affiliate;
- iv. Received, or who has a relative who has received, in any of the last three fiscal years of the organization, more than \$10,000 in direct compensation from the organization or from an affiliate of the organization (other than reimbursement for

- expenses reasonably incurred as a director or reasonable compensation for service as a director);
- v. Current employment with, or a substantial financial interest in, any entity that has made payments to, or received payments from, the organization or an affiliate of the organization for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or two percent of the organization's consolidated gross revenues.
- vi. 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.

D. Related Party

A Related Party includes officers and directors of the organization, as well as officers and directors of any affiliates of the organization. Also included are relatives of those persons and entities at least 35% owned by such persons.

E. Related Party Transaction

Related Party Transactions are defined as transactions between the organization, or any of its affiliates, and a Related Party.

Article III - Procedures

A. Duty to Disclose

Prior to initial election and annually thereafter, each director must submit to the Secretary a signed written statement identifying, to the best of the director's knowledge, (1) any entity of which the director is an officer, director, trustee, member, owner or employee, with which the organization has a relationship; and (2) any transaction in which the organization is a participant and in which the director might have a conflicting interest. The Secretary must provide copies of all such statements to the chair of the Audit Committee or, if none, to the chair of the Board.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest to the Audit Committee or, if there is no Audit Committee, to the Board of Directors, and be given the opportunity to disclose all material facts 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 Audit Committee or Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon, so

as to preclude any attempt by the conflicted person to influence improperly the deliberations or voting on the matter.

The remaining Audit Committee or Board of Directors members shall decide if a conflict of interest exists. The existence and resolution of the conflict shall be contemporaneously documented in the Organization records, including minutes of any meeting where the conflict is discussed or voted on.

C. Procedures for Addressing the Conflict of Interest

All potential conflicts that are disclosed shall be addressed in the following manner:

- i. 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.
- ii. The chairperson of the Audit Committee or Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board of Directors or Audit 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Audit Committee of Board of Directors shall determine by a majority vote of the independent 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. Related Party Transactions

All Related Party Transactions must be are disclosed and shall be addressed in the following manner:

- i. The Organization may not enter into a related party transaction unless the Board of Directors determines that the transaction is fair, reasonable and in the organization's best interest at the time of determination.
- ii. A director, officer or key employee who has an interest in a related party transaction must disclose in good faith to the Board of Directors or an authorized Board committee the material facts concerning such interest.
- iii. Additional restrictions and procedures may be set forth in the organization's governing documents or a policy adopted by the Board.
- iv. No related party with an interest in a related party transaction may participate in deliberations or vote on the related party transaction, except that the Board or an authorized committee may request that such related party present information

- concerning the transaction at a meeting of the Board or such committee prior to commencement of deliberations or voting thereon.
- v. Related Party Transactions are likely potential conflicts of interest and shall thus be disclosed, addressed, and documented in accordance with the procedures outlined in Article III, Sections A through C.

E. Violations of the Conflicts of Interest Policy

If the Board of Directors or Audit 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 Board of Directors 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

No person who may benefit from a compensation arrangement may be present at or otherwise participate in any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that the person present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting thereon.

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.

Article VI - Annual Statements

Each director, 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:
- D. Understands 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.

Article VII - 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 inurnment, 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 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.

Director

8/8/17 Date 8/16/17

Director	Date	_
Director	Date	_

Englewood Community Services, Inc. Articles of Incorporation Attachment

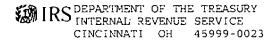
ARTICLE VIII- ADDITIONAL PROVISIONS

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

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.



Date of this notice: 05-11-2017

Employer Identification Number:

82-1498050

Form: SS-4

Number of this notice: CP 575 E

ENGLEWOOD COMMUNITY SERVICES INC 1701 BEACH RD UNIT 302 ENGLEWOOD, FL 34223

For assistance you may call us at: 1-800-829-4933

IF YOU WRITE, ATTACH THE STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 82-1498050. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search www.irs.gov for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit www.irs.gov/charities.

(IRS USE ONLY) 575E

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you. You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is ENGL. You will need to provide this information, along with your EIN, if you file your returns electronically.

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter. Thank you for your cooperation.

Keep this part for your records. CP 575 E (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 E

999999999

Your	Telephone	Number	Best	Time :	to Ca	11	DATE	OF	THIS	NOTICE	: 0	5-11-2017	
() -						EMPLO	YER	IDE	VTIFICA'	TION	NUMBER:	82-1498050
							FORM:	S	S-4			NOBOD	

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

ENGLEWOOD COMMUNITY SERVICES INC 1701 BEACH RD UNIT 302 ENGLEWOOD, FL 34223

BYLAWS

OF

ENGLEWOOD COMMUNITY SERVICES, INC.

A NOT-FOR-PROFIT CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA

BY LAWS

of

ENGLEWOOD COMMUNITY SERVICES, INC.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Englewood, in the County of Charlotte, in the State of Florida.

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may so require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

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

No part of the net earnings of the organization 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 the purpose clause hereof.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Nothwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors which shall consist of at least three directors. Each director shall be at least eighteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting, members of the board shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be tilled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the other directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by action of the board. Directors may be removed due to nonfulfillment of duties required by board, misconduct, theft and misrepresentation of our organization all by majority vote of the board members.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. OUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire: special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN.

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect

or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary.

3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the board, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

6. SECRETARY.

The secretary shall keep the minutes of the board of directors and also the minutes of the members, he shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office.

7. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE V - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VI - AMENDMENTS

The by-laws may be adopted, amended or repealed by the board at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the board members entitled to vote thereon as herein before provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of all board members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE VII - CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all of its officers and directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

ARTICLE VIII- INDEMNITY

The Corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The Corporation shall provide any person who is an officer, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

The foregoing By-Laws were adopted by the directors of:

Englewood Community Services, Inc.

On the 8th day of August, 2017.
Carol Moore Director
Keith Fortow Director
Ed Hill Director
Jonathan Varne
Bobbie Marguis

Director