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SECOLANIA SALARIA

C KILLIE

COVER LETTER

TO: Amendment Section Division of Corporations

NAME OF CORPORATION:	81 - SAINT LOUIS DE	GUNZAGUE.	
DOCUMENT NUMBER:			
The enclosed Articles of Amendment and fee are	e submitted for filing.		
Please return all correspondence concerning this	matter to the following:		
KATIA PHILIPPEAUX			
	(Name of Contact	Person)	
N/A			
	(Firm∕ Compa	ny)	
12500 SW 5 COURT, APT M110			
	(Address)		
PEMBROKE PINES, FLORIDA 33027			
	(City/ State and Zi	p Code)	
KPHILIPPEAUX01@YAHOO.COM			
E-mail address: (to be	e used for future annual r	eport notification	on)
For further information concerning this matter, p	lease call:		
KATIA PHILIPPEAUX		786	797-1124
(Name of Contact P	Person)	(Area Code)	(Daytime Telephone Number)
Enclosed is a check for the following amount ma	ide payable to the Florida	i Department o	f State:
■ \$35 Filing Fee □S43.75 Filing F Certificate of St	ee & □S43.75 Filing For tatus Certified Copy (Additional copy enclosed)	Cert vis Cert (Add	50 Filing Fee ificate of Status ified Copy litional Copy is losed)
Mailing Address Amendment Section		Street Address Amendment Sec	ction

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment to Articles of Incorporation of

PROMOTION 81 - SAINT LOUIS DE GONZAGUE, INC.
--

(Name of Corporation	as current	tly filed with the Florida Dept. of State)		
N18000011411				
Ооси	ment Numbe	er of Corporation (if known)		
Pursuant to the provisions of section 617.1006, Flo amendment(s) to its Articles of Incorporation:	orida Statute	s, this Florida Not For Profit Corporation ad	opts the fo	llowing
A. If amending name, enter the new name of the	e corporati	on:		
SLG P81, INC.			7	he new
name must be distinguishable and contain the word "Company" or "Co." may not be used in the nam		ion" or "incorporated" or the abbreviation "		
B. Enter new principal office address, if applica	able:	N/A		
Principal office address MUST BE A STREET A		N/A	_	
		N/A		
C. Enter new mailing address, if applicable: (Mailing address <u>MAY BE A POST OFFICE</u>	<u>BOX</u>)	N/A	· •	
		N/A		
		N/A	A C	2019 A
D. If amending the registered agent and/or regi			<u> </u>	. 3ll
new registered agent and/or the new register		adress:	65 TV	5
Name of New Registered Agent:	N/A		****	<u> </u>
	N/A			=
<u>New Registered Office Address:</u>	:	(Florida street address)	1 .	-Ω
	N/A	, Florida	N/A	
		(City) (Zip C	ode)	
Name Danistoned Assembly Class stress of all controls of	Dani, tuma 1	Aat.		
New Registered Agent's Signature, if changing I I hereby accept the appointment as registered agen			osition.	
	Í	,		
-	Si	gnature 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: X Change X Remove X Add	<u>V</u> <u>M</u>	ohn Doe ike Jones ally Smith	
Type of Action (Check One)	<u>Title</u>	<u>Name</u>	<u>Addres</u> s
X Change	S	CARMEL BARRAU	3017 N. OAKLAND FOREST DR.
Add			#105
Remove			OAKLAND PARK, FL 33309
2) Change	-		
Add			
Remove			
3) Change			
Add			
Remove			
4) Change			
Add			
Remove			
5) Change			
Add			
Remove			
6) Change			
Add			
Remove			

(attach additional sheets, if necessary). (Be specific)		
SEE ATTACHED ARTICLES OF INCORPORATION/		
	<u>-</u>	
	·	
		
		

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

MAY 10, 2019 The date of each amendment(s) adoption: _ , 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. (CHECK ONE) Adoption of Amendment(s) The amendment(s) was/were adopted by the members and the number of votes east 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. MAY 10, 2019 Dated 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) GAROLE VALBRUN (Typed or printed name of person signing) PRESIDENT (Title of person signing)

SLG P81, Inc. 3017 N. Oakland Forest Drive, #105 Oakland Park, Florida 33309

Article 1

- **Section 1.01:** The name of the organization is SLG P81, Inc. and the official acronym for the organization shall be SLG P81.
- **Section 1.02:** This organization has been founded by Mr. Garole Valbrun, Mr. Jean Philippe Cantave, Mr. Jean Patrick Ade, Dr. Carmel Barrau and Mr. Yves Joseph Jospitre. The founders have lifetime membership and have the right to vote at all times on all issues.
- Section 1.03: The principal office of the organization shall be in Oakland Park. Florida.
- **Section 1.04:** This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
- **Section 1.05:** Specifically, this organization is organized to:
 - a. Facilitate programs and solicit for the benefit of its programs and proper management.
 - b. Lead efforts, advocate and provide resources locally and abroad.
 - e. Provide financial and technical support for the students/youths in Haiti
- **Section 1.06:** This organization shall not, except to an insubstantial degree, engage in any activities that are not in the furtherance of the purposes stated in this section.
- **Section 1.07:** No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except during a year for which the organization has filed an election pursuant to Section 501 (h) of the Internal Revenue Code of 1954, as amended, in which case the organization may engage in such activities to the extent allowed by such provision, except that in no case may the organization participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- **Section 1.08:** The properties and assets of SLG P81, Inc. are irrevocably dedicated to charitable, scientific and educational purposes. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of this organization.
- **Section 1.09:** Upon the dissolution of the organization, the board of directors shall, after paying or making provision for the payments of all of the liabilities of the organization, dispose of all of the assets of the organization to one or more organizations organized exclusively for charitable, scientific, or educational purposes as shall at the time qualify as exempt organizations under

Internal Revenue Code Section 501 (c)(3) (or the corresponding provision of any future United States Internal Revenue Law), as the membership shall determine.

Article 2

Section 2.01: There shall be five classes of membership in this organization:

- 1. Founders
- 2. Board of advisors
- 3. Board of directors
- 4. Active members
- 5. Participants
- 6. Corporate (or sustaining). Any person or corporation shall be eligible for membership in the appropriate selected membership class upon payment of such dues as may from time to time be fixed by the board of directors and approved by the membership.
- **Section 2.02:** Members of the board of advisors are chosen by the board of directors. Each member shall be entitled to east one vote in accordance with Article 2 Section 2.18.
- **Section 2.04:** The membership of any member shall terminate upon the occurrence of any of the following events:
 - a. The resignation of the member
 - b. The failure to pay dues within the time set forth by the board of directors.
 - c. The determination by the board of directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing membership in this organization.
- **Section 2.05:** No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death.
- **Section 2.06:** Meetings of the membership shall be held at any place designated by the board of directors. Regular general membership meetings shall be held as established by the board and approved by the membership.
- **Section 2.07:** The annual meeting of members shall be held concurrently with the regular March meeting at the place and time designated for general meetings, unless the board fixes another date and place for such meeting and so notifies the members not less than ten days before said meeting.
- Section 2.08: Special meetings will be held when directed by the board of directors, chairman of the board of directors, president of the corporation, or at least ten (10) percent of the members entitled to vote, provided that said persons sign, date and deliver to SLG P81. Inc. one or more written demands for the meeting describing the purpose(s) for which it is to be held. A meeting requested by members of SLG P81, Inc. will be called not less than 10, not more than 60 days after

the request is made, unless the members requesting the meeting designate a later date. The call for the meeting will be issued by the secretary, unless the president, board of directors or members requesting the meeting designate another person to do so.

Section 2.09: The board of directors of SLG P81, Inc. shall fix the record date; however, in no event may a record date fixed by the board of directors be a date prior to the date on which the resolution fixing the record date is adopted.

Section 2.10: After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all the SLG P81. Inc. members who are entitled to notice of a members' meeting, arranged with the address of each member. Said list shall be available for inspection in accordance with Florida law.

Section 2.11: Written notice stating the place, day and hour of the meeting, and the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice will be deemed to be effective when deposited in the United States mail and addressed to the member at the member's address as it appears on the membership roll of the above named non-profit corporation, with postage thereon prepaid.

Section 2.12: SLG P81, Inc. shall notify each member, entitled to a vote at the meeting, of the date, time and place of each annual and special members' meeting no fewer than 10 or more than 60 days before the meeting date. Notice of a special meeting shall describe the purpose(s) for which the meeting is called. A member may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the member entitled to the notice and be delivered to the above named non—profit corporation for inclusion in the Minutes or filing in the corporate records.

Section 2.13: When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then, a notice of the adjourned meeting will be given on the new record date as provided in this Article to each member of record entitled to notice of such meeting.

Section 2.14: One-tenth (1/10th) of the members entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of members. The members present at any duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

- **Section 2.15:** If a quorum, as herein defined, is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter thereof will be the act of the members unless otherwise provided by law.
- **Section 2.16:** Any members meeting may be adjourned from time to time by the vote of a majority of the members represented.
- **Section 2.17:** Notice of a meeting shall be deemed given to any member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
- **Section 2.18:** Each member, regardless of membership class, shall be entitled to cast one vote on all matters submitted to a vote of the members; it being the specific intent of this clause that holders of corporate, or sustaining memberships, shall have one vote as an entity, regardless of the number of "memberships" appealing to be created thereby.
- **Section 2.19:** A member may vote either in person or by proxy provided that any and all proxies are executed in writing by the member or his duly authorized attorney-in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.
- Section 2.20: Guests are permitted to attend two meetings without paving dues.

Article 3

- **Section 3.01:** The business and affairs of this organization shall be conducted, and all the powers shall be exercised, by or under the direction of a board of directors.
- **Section 3.02:** Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - a. Select and remove all officers, agents and employees of the organization; prescribe any powers and duties for them that are consistent with the law, and with these bylaws; and fix their compensation:
 - b. Change the principal office from one location to another, and designate any place for the holding of any meeting:
 - c. Designate the officers who may act as signatories of the organizations accounts, records, filings and the like.
- **Section 3.03:** A vacancy in the board of directors can be created by one of the following:
 - a. The death, resignation, or removal of any director(s):
 - b. The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the court; convicted of a felony; or
 - c. The vote of a majority of the entire board of directors to remove a director.

d. The majority of membership voting by secret ballot with the election being held at a regular meeting after all membership have been notified by mail of the pending vote.

Section 3.04: Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership. The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member sought to be removed. If removal of a director or directors is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting. Any director who is removed from the board of directors shall not be eligible to stand for reelection until the next annual meeting of the members. Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his possession.

Section 3.05: Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors and the founders. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is otherwise provided in these Bylaws. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs.

Section 3.06: A director may resign at any time by delivering written notice thereof to the board of directors or its chairman or the above named corporation. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of director provides that the successor does not take office until the effective date.

Article 4

Section 4.01: The board of directors shall consist of the following officers: founders (automatic, not subject to election), President. Secretary, Treasurer.

Section 4.02: The organization may also have, at the discretion of the board of directors, such other officers (Committee Chair) as may be appointed by the president. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as president.

Section 4.03: The officers of the organization, except those appointed in accordance with the provisions of Section 4.02 of these bylaws, shall be elected by the general membership of the organization set forth in Section 5.01 of these bylaws.

Section 4.04: The board of directors may meet monthly at such time and place as shall from time to time be announced by the board of directors.

Section 4.05: Duties of officers not specifically set forth herein shall be enumerated in a separate set of Standing Rules as may be drafted and modified from time to time by the board of directors. The duties of the officers as established herein shall always prevail in the event of conflict between said Standing Rules, as adopted, and these bylaws.

Section 4.06: The board of directors may appoint, and may authorize the president to appoint, any other officers that the business of the organization may require.

Section 4.07: An officer or agent elected or appointed may be removed by the board of directors at any time, with or without cause. Any officer or assistant officer or agent, if appointed by another officer may likewise be removed by such officer or by the board of directors.

Section 4.08: Any officer may resign at any time by delivering notice to the above named non-profit corporation. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the corporation's board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

Section 4.09: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 4.10: The president shall be the chief executive officer of the organization, and as such shall:

- a. Chair all Group meetings, and in the event of a vote deadlock shall cast the tiebreaking vote.
- b. Subject to the control of the board of directors, generally supervise, direct and control the business and officers of the organization, and shall have such other powers and duties as shall be prescribed by the board of directors or the bylaws.
- c. Appoint chairpersons of those standing and special committees, which are not chaired by a specified officer.
- d. Be an ex-officio member of all committees except the nominating committee.
- e. At or before the regular December meeting each year, appoint a member of the board of directors as chairperson plus two additional members to serve as a nominating committee. This committee may at its discretion, appoint up to three additional members to the nominating committee who are not members of the board of directors, to serve as additional nominating committee members.
- f. The nominating committee shall report back to the board of directors not later than the regularly scheduled board of directors meeting for February their selection of (at least) one

candidate for each of the elective board offices. Further nominations for office may be made any time prior to the call for a vote on election night of anyone who will state their willingness to serve in the capacity for which they are nominated, or who has, prior to election night, filed with the secretary of the board, a signed, written document so stating.

Section 4.11: The secretary shall:

- a. Maintain a record of the proceedings of each meeting of the Group and of the board of directors:
- b. Maintain a file of all official documents concerning the Group and see to the timely filing of state reports required to maintain corporate status;
- c. Receive the correspondence directed to the Group and distribute it to the proper officers and committees, in the absence of another director having been assigned such duties;
- d. Handle general correspondence relating to the Group, in the absence of another director having been assigned such duties.
- e. See that each new member is registered properly;
- f. Extend membership and Group information into the community, including directing and coordinating activities engaged in for promoting the Group and increasing membership;
- g. Generally assist and direct the growth of the Group's membership base.

Section 4.12: The treasurer shall:

- a. Be responsible for the safekeeping of Group funds in a financial institution known and approved by the board of directors;
- b. Issue receipts when requested or when deemed necessary:
- c. Collect, account for, and make timely deposits of all funds due the Group and make disbursements as needed, and authorized by the Section 10.02.
- d. Maintain accurate financial records which shall be available for audit when requested by the board of directors, or an audit committee appointed thereby; e. See to the timely filing of all required state and federal forms and tax returns;
- f. if required by the board of directors, give the organization a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for the restoration of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement or removal from office, such bond to be provided solely at the expense of the organization.

Section 4.15: The members of the Advisory Board shall:

a. Assist the president in any area the president may see fit:

- b. Act as a stabilizing influence on the Group, and as ombudspersons for members in matters regarding the general membership or other matters in which such third-party intervention might be helpful in settling a dispute between members or between a member, or members, and the general public;
- c. Function in a long range planning capacity for the Group.
- **Section 4.16:** Active Member: anyone who is willing to participate actively in the organization i.e. attends meetings, join committees, organize functions, and pay their membership dues no later than January 30th of each year.
- **Section 4.17:** Participant: anyone willing to provide support to the organization without being actively involved.
- **Section 4.18:** A resolution, adopted by a majority of the full board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the board of directors. The board may, by resolution adopted by a majority of the full board of directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Article 5

- **Section 5.01:** Elections shall be held at the regular monthly meeting in March of each year. In the event of lack of a quorum, elections shall be held at the next regular meeting at which a quorum is present and all officers shall serve until such elections.
- Section 5.02: Term of office shall be one year, and all officers shall assume their term one month following the election.

Article 6

- **Section 6.01:** The fiscal year shall be the calendar year.
- Section 6.02: Purchasing authority is granted on a monthly basis to:
 - a. President up to \$100
 - b. Board of Directors up to \$500
 - c. Membership vote over \$500
 - d. Treasurer up to \$100
- **Section 6.03:** Dues shall expire one year from receipt of dues, unless the member pays for more than one year at a time.

Article 7

Section 7.01: The accounting books, records, articles and bylaws as amended to date, and minutes or proceedings of the board of directors and any committee(s) shall be kept at such place or places designated by the board of directors. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. A backup copy of the accounting books will be made monthly and kept by the Secretary.

Section 7.02: Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and the physical properties of the organization. This inspection by a director may be made in person or by an agent or attorney authorized by a director, and the right of inspection includes the right to copy and make extracts of documents.

Article 8

Section 8.01: SLG P81. Inc. will issue non-transferable certificates that will be signed by the President or Vice-President and the Secretary or the Treasurer and will be sealed with the seal of the corporation.

Section 8.02: If a member claims that a membership certificate reflecting such member's interest in this non-profit corporation has been lost or destroyed, a new membership certificate will be issued to such member provided that said member presents an affidavit claiming the certificate to be lost, stolen or destroyed. At the discretion of the board of directors, said member may be required to provide further assurance or further security as a condition to the re-issuance of said membership certificate.

Article 9

Section 9.01: The above named non-profit corporation shall indemnify any person:

- (1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the above named non-profit corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the above named non-profit corporation or is or was serving at the request of the above named non-profit corporation as a director, officer, employee, or agent of another non-profit corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida law.
- (2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the above named non-profit corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the above named non—profit corporation or is or was serving at the request of the above named non—profit corporation as a director, officer, employee, or agent of another non-profit corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida law.

Section 9.02: The extent, amount, and eligibility for the indemnification provided herein will be made by the board of directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.

Section 9.03: SLG P81, Inc. will have the power to make further indemnification as provided under Florida law except to indemnify any person against gross negligence or willful misconduct. SLG81 is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida law.

Article 10

Section 10.01: Roberts Rules of Order, Newly Revised, shall govern the meetings of the Group and shall be the final authority in all matters not covered in these bylaws.

Section 10.02: These bylaws shall take effect as of May 10, 2019.

SLG	P81, Inc.
	s/Garole Valbrune Valbrun ent
	s/Carmel Barrau armel Barrau