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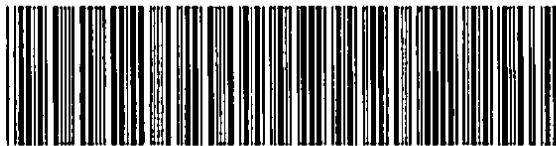
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TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: ROC City Compassion Cafe, 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
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Elizabeth J. Carr

Name (Printed or typed)

2006 Ripon Drive

Address

Clearwater Florida 33764

City, State & Zip

(727) 326-7088

Daytime Telephone number

elizabhecarr295@gmail.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

The name of the corporation shall be: ROC City Compassion Cafe, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

2006 Ripon Drive, Clearwater FL 33764

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is Exclusively for educational purposes to provide training on life choice alternatives for family members of adults diagnosed with substance use disorder. NOTE: Adults suffering from substance abuse disorder shall be evaluated only for the sole purpose of referring that individual to the proper agency or program for treatment. Our organization DOES NOT deliver treatment of any kind; our sole purpose is educational specific to delivery of the Gospel.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: annual meeting vote

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: LaCresha Scott, Founder, Pres & Director

Address: 57 Parkerhouse Road
Rochester NY 14625

Name and Title: Debra Nelson, Director

Address: 426 Frost Avenue
Rochester NY 14611

Name and Title: Elizabeth Carr, CEO & Director

Address: 2006 Ripon Drive
Clearwater FL 33764

Name and Title: Tyfanni Penn, Director

Address: 75 Autumn Chapel Way
Rochester NY 14624

Name and Title: Sullivan Nelson, Director

Address: 426 Frost Avenue
Rochester NY 14611

Name and Title: Clenita Thomas, Director

Address: 216 Longview Terrace
Rochester NY 14609

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TALLAHASSEE, FL

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Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Elizabeth Carr

Address: 2006 Ripon Drive
Clearwater FL 33764

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Elizabeth Carr

Address: 2006 Ripon Drive
Clearwater FL 33764

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ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL.)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

E Carr

Required Signature of Registered Agent

3/11/19

(Date)

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

E Carr

Required Signature of Incorporator

3/11/19

Date

Articles of Incorporation

In Compliance with Chapter 617, F.S., (Not for Profit) in the State of Florida

Article I Name

The name of the corporation shall be: **ROC City Compassion Café, Inc.**

Article II Principal Office

The principal street address is **2006 Ripon Drive, Clearwater FL 33764**

The principal mailing address is **2006 Ripon Drive, Clearwater FL 33764**

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Article III Purpose

The corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation is organized to provide educational training on life choice alternatives for family members, and/or close friends of the adult diagnosed with substance use disorder.

First, we evaluate adults for suspected alcohol or chemical substance abuse disorder, then refer them to the appropriate outside resources for help. WE DO NOT TREAT SUBSTANCE ABUSE.

The primary focus and mission of ROC City Compassion Cafe is to teach the Power of the Gospel to help program participants make fresh life choices. We recognize each day can bring new struggles and challenges that can end in disappointment and failure. As such, we believe God helps those who put their shoulder to the wheel. We promote:

1. Applying the word of God to a situation so that sin is exposed, and relationships are restored.
2. Serving to demonstrate love by meeting the practical needs of others
3. Teaching as the passionate means to discover and validate truth
4. Using the gift of exhortation to see believers grow to spiritual maturity
5. Giving for the purpose of using financial resources wisely in order to give to, and meet, the needs of others

6. Organizing to accomplish tasks and solve problems through analysis and delegation
7. The gift of mercy is sensitive to the emotional and spiritual needs of others

We believe one's full potential will not be experienced until there is a clear, Biblical understanding of spiritual gifts. It is for this reason the apostle Paul writes in 1 Corinthians 12:1: "Now concerning spiritual gifts, brethren, I would not have you ignorant."

Our mission is twofold: 1. Evaluate and refer adults with addiction/dependencies for services outside our organization, and, 2. Help participants recognize the unique gifts and dreams that have been placed inside each and every one of us in order to impact and change the world in which we live through acts of selflessness, hard work, dedication, and staying true to a higher purpose in life. We strive to deliver a concerted effort to help individuals know why they are on this planet and how to make better life choices. The start point is to raise awareness of others who are in greater need. Then, we make it easy to deliver against that need by sending basic supplies to impoverished children in foreign countries. Next, we help individuals self-excavate to identify their unique gifts and talents. God's wisdom and power is available to accomplish all that He has for us to do, so that we can, with certainty, point to answers, support, and ultimately help program participants move to the other side of their trials and struggles. We teach "how to get back up" and "stand in the presence of the Lord" [1 Ki 19] to triumph by moving in step with the prayers of Jesus Christ and the Holy Spirit while learning about, and surrendering to, His plan.

We serve three populations: 1) referral services for addicts, 2) those who love, and befriend that addict [especially children in our daycare], 3) and displaced teens who may be vulnerable to sex trafficking.

Compassion Café helps people to start thinking about God. We serve through the delivery of bible studies, child care, missionary work, on-site meals, personal finance management, after-school activities, and homework assistance. The next phase of growth will include home remodeling and Rent2Own housing.

Article IV Manner of Election

The way the directors are elected or appointed is provided in the bylaws of the corporation.

Article V Directors, Officers, Business Advisors

LaCresha Scott Founder, President, Board Member

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57 Parkerhouse Road, Rochester NY

Elizabeth Carr **CEO, Board Member**

2006 Ripon Drive, Clearwater FL 33764

Sullivan Nelson **Lead Clinical Psychologist, Board Member**

426 Frost Avenue, Rochester NY 14611

Tyfanni Penn **Lead Resource for Displaced Youth, Board Member**

25 Autumn Chapel Way, Rochester NY 14624

Clenita Thomas **Youth Activities Lead, Parental Teacher, Board Member**

216 Longview Terrace, Rochester NY 14609

Debra Nelson **Licensed Child Care Provider, Board Member**

426 Frost Avenue, Rochester NY 14611

Business Advisors

Ray & Ann Baxter

6129 E. Coyotes Den Place, Tucson, AZ 85750, United States

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Article VI Limitations

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 III hereof.

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 behalf of or in opposition to any candidate for public office.

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

Article VII Dedication of Assets

Upon the dissolution, termination, or winding up 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 to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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. (It is also permissible to name specific 501(c)(3) organization(s) to which a distribution shall be made in the event of a dissolution or termination).

Article VIII Initial Registered Agent and Street Address

The name of the corporate registered agent, and the Florida Corporation street address is *Elizabeth Carr at 2006 Ripon Drive, Clearwater Florida 33764, United States.*

Article IX Incorporator

The name and address of the Incorporator is Elizabeth Carr of 2006 Ripon Drive, Clearwater Florida 33764.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent *Elizabeth Carr* Date *3/11/19*
Elizabeth Carr

Signature of Incorporator *Elizabeth Carr* Date *3/11/19*
Elizabeth Carr

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Biographies

Ann Baxter

Before starting her own professional services consulting service, Ann worked in progressive careers in a variety of industries both in the US and overseas. She left the corporate workforce in 2008 as VP of Sales and Sales Operations for a 4 billion-dollar financial services company based in Richmond VA. Since then she has worked in business consulting helping companies large and small understand the factors that are contributing to under-performance and helping them implement solutions to achieve desired performance levels. When available, she provides counseling services to SCORE clients in many areas of business, including sales, developing and tracking meaningful business metrics, hiring, developing employees, training, HR, and marketing strategies.

E-mail Address: Ann.Baxter@scorevolunteer.org

Primary Address: 6129 E. Coyotes Den Place, Tucson, AZ 85750, United States

Education: BA Hons Spanish, York University 1978; MSc Business – University of the West Indies 1986, SPHR 2001

Primary Phone: Mobile 520-495-9630

Ray Baxter

Ray is a Veteran with over forty years of management and leadership experience, including 22 years as CEO of an independently managed division of a \$20 billion public company and two years as CEO of an international training and consulting company. Directly involved in major cultural changes, acquiring and integrating acquisitions, implementing integrated information systems, moving businesses to world-class performance levels, and leading a major manufacturing asset restructuring. Strong strategy formulation, organizational development, and decision-making skills.

E-mail Address: rbaxter@scoresouthernaz.org

Primary Address: 6129 E. Coyotes Den Place, Tucson, AZ 85750, United States

Primary Phone: Mobile 520-495-9629

Education includes: Harvard Business School, MBA, 1975; University of Michigan - MA Japanese Area Studies, 1968; University of Michigan, BA, Political Science. 1967

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Elizabeth [Betty] Carr

Elizabeth is a business development and sales leader with over 27 years as an entrepreneur. Credited for 2015 successful start-up of non-profit, First Home Alabama, Inc., tasked to remodel homes and deliver Rent2Own opportunities to program participants. Served as civilian consultant at United States Pentagon for Federal Agency, Joint Improvised Explosive Device Defeat Organization [JIJEDDO] to implement new business process to help expedite discovery and development of innovation and disruptive technology used to help keep our warfighters safe.

E-mail Address: elizabethcarr295@gmail.com

Primary Address: 2006 Ripon Drive, Clearwater, FL 33764, United States

Secondary Address: 46 Vernon Avenue, Batavia, NY 14020, United States

Primary Phone: Mobile 727-326-7088

Education includes: Rochester Institute of Technology, BA, 1995; Defense Acquisition University, Program Management, 2005.

Debra Nelson

Debra is a retired certified nurse aide with over 34 years expertise. As an ordained minister, Debra's focus of late is child care ministries, and she provides a loving, calm, Christian atmosphere in which to nurture and effect the lives of our youngest program participants.

E-mail Address: saved2theend@yahoo.com

Primary Address: 426 Frost Avenue, Rochester NY 14611

Primary Phone: (585) 627-3652

Education includes: Certified Nurse Aide, AAS – Business Administration, Corning, NY
Ordained Minister. Licensed childcare provider in the State of New York

Sullivan Nelson

Sullivan is a clinical psychologist with over 30 years management and supervisory experience facilitating both group and individual treatment. Areas of specialization include Alcohol and Chemical Dependency, and clinical concerns around Anger, Violence and Aggressive Behavior. He is a life-time member of the National Chaplains Association, where he was appointed as Chairman of the Board of Trustees by the Inter-Faith Theological Institute and Seminary at Tampa by the Florida Board of Education. Today he resides with his wife of 30 years as Associate Pastor of Faith Christian Center, Rochester, New York.

E-mail Address: saved2theend@yahoo.com

Primary Address: 426 Frost Avenue, Rochester, NY 14611

Primary Phone: (585) 627-3652

Education includes MS – Magna Cum Laude, State University of New York at New Paltz; MS – Counseling and Bible Theology, International Bible Institute and Seminary; MS – Clinical

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Psychology, Norwich University at Vermont College; MS – Board Affiliation of Certified Masters by American Board of Christian Psychology.

Tyfanni Penn

Tyfanni is a PhD Candidate in Strategic Leadership, along with having obtained her master's in clinical health, she brings a litany of professional achievements to deliver needs on both sides of the fence: overseeing delivery of state funding as well as receipt of funding to set up treatment programs. Targeted populations include adults diagnosed with substance use disorder, effective delivery of programs targeted to mitigate sexual slavery crisis of homeless or at-risk youth, and after school programs, recreation centers, and training for the proper outreach to address national and international crisis intervention. Education and experience aside, Tyfanni is living out her dream with a passion to overcome and help others, as instilled in her by her mother, Evelyn Penn. At a tender age, Tyfanni, understood the fact that selfishness leads one down a lonely and dark road. True joy may cost physically, financially, and emotionally; however, the reward of helping others is greater than the price paid.

E-mail Address: tyfannipenn@gmail.com

Primary Address: 75 Autumn Chapel Way, Rochester NY 14624, United States

Primary Phone: (585) 729-4143

Education includes PhD Candidate – Leadership Skills, MA - Clinical Health,

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LaCresha Scott

A natural leader and acknowledged woman of personal strength and integrity began community service at the tender age of 13. LaCresha has experience serving a broad range of populations, including adult and youth, with the same passion and desire to help others overcome barriers. As a single, black, working mother, LaCresha followed in her mother's footsteps by refusing to allow barriers to stand in her way of achieving dreams to serve as a community outreach coordinator, youth leader, choir director, ordained evangelist, bible study teacher, and cook for several local homeless shelters, with the same drive and zeal to help others overcome obstacles. She is both the visionary and organization leader of Compassion Café, bringing her time tested, proven ability to build rapport and trust across opposing points of view including community and state leaders, fellow nonprofits, stakeholders, teachers, and program recipients. She is well prepared to spearhead the crucial and escalating need for more places of refuge to help break at-risk behavior. Her personal mission is not to reinvent the wheel, but to mitigate today's crisis through better coordination of existing resources, creating new and sustainable community programs, and delivering her continued passion to STEP UP and HELP OTHERS find and fulfill their own dreams. [Romans 1:19] We didn't just happen, we are here for a reason. What is God's dream for "YOU"?

E-mail Address: lacreshascott1320@gmail.com

Primary Address: 57 Parkerhouse Road, Rochester, NY 14625, United States

Primary Phone: Mobile: (585) 524-6370

Education includes: HS, School With Out Walls, Rochester NY.

Clenita Thomas

Clenita brings over 30 years of dance training in many styles and genres along with a passion to work with youth. As a member of several dance groups, including Movida Dance Company, Bata Con Pies, Elan Latina, and has both choreographed and taught children's groups while travelling extensive throughout the United States. Additional career highlights include 5 years as choreographer for The Miss Puerto Rico Pageant, Rochester, and coaching individuals to surpass auditions, pageant performances, or competition pieces. She stepped out on faith and started Covered in Majesty, a handmade designer scarf line on April 1st, 2018. Covered in Majesty's mission is to create a modern lap scarf and emphasize modesty in a fashionable way while creating an innovative symbol to remind young girls and women of all ages of their strength, nobility, uniqueness, and beauty. Covered in Majesty inspires and empowers through scriptures and words of encouragement which are an extra additive to our scarf line. As our first-year approaches Valored Mantle the men's scarf line will launch Spring of 2019. Clenita is actively helping the Rochester Community by mentoring at-risk children and helping families, who live in the inner city, craft a better live for themselves and their families.

E-mail Address: clenita_thomas@yahoo.com

Primary Address: 216 Longview Terrace, Rochester, NY 14609

Primary Phone: (585) 729-4143

Education includes: AAS - Monroe Community College, Business Administration

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CORPORATE BYLAWS OF ROC City Compassion Cafe, INCORPORATED IN THE STATE OF FLORIDA

ARTICLE I – CORPORATE AUTHORITY

Section 1. *Incorporation:* ROC City Compassion Cafe, (the "Corporation") is a duly organized corporation authorized to do business in the State of Florida by the filing of Articles of [Organization] [Incorporation] on March 1, 2019.

Section 2. *State law:* The Corporation is organized under **Title 36, Chapter 607,617,621 of the Florida State Statutes** and except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation

ARTICLE II - OFFICES

Section 1. *Registered Office and Registered Agent:* The registered office of the Corporation in the State of Florida, shall be 2006 Ripon Drive, Clearwater FL 33764. The registered agent of the Corporation shall be Secretary and Treasurer, Elizabeth Carr.

Section 2. *Other Offices:* The Corporation may also have offices at such other places, both within and without the State of Florida, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III – MEETINGS OF SHAREHOLDERS

Section 1. *Place of Meetings:* Meetings of shareholders shall be held at the principal office of the Corporation or at the home of the Corporate President and Founder, LaCresha L. Scott of 57 Parkerhouse Road, Rochester NY 14623, or at such place as may be determined from time to time by the Board of Directors of the Corporation.

Section 2. *Annual Meetings:* Each year, the Corporation shall hold an annual meeting of officers on such date and at such time as shall be determined from time to time by the Board of Directors, at which meeting officers shall elect a Board of Directors and transact any other business as may properly be brought before the meeting.

Section 3. *Special Meetings*: Special meetings, for any purpose or purposes, may be called at any time by the President of the Corporation, or the Board of Directors, or Officers. Business transacted at any special meeting shall be confined to the purpose or purposes set forth in the notice of the special meeting.

Section 4. *Notice of Meetings*: Whenever required or permitted to take any action at a meeting, a written notice of the meeting shall be provided to each board member or officer entitled to vote at or entitled to notice of the meeting, which shall state the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each board member and officer entitled to vote at such meeting.

Section 5. *Quorum at Meetings*: Board members and officers may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by law, a majority of the Corporation voters are entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting. Once an appointee is represented for a purpose at a meeting (other than solely to object to the holding of the meeting), it is deemed present for quorum purposes for the remainder of the meeting and those present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient board members and officers to leave less than a quorum. The majority of voters represented at a meeting, whether or not a quorum is present, may adjourn the meeting from time to time.

Section 6. *Proxies*: Each board member and officer is entitled to vote at a meeting or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to vote for him or her by proxy, but no such proxy shall be voted or acted upon after one year from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. Except as otherwise provided herein or by law, every proxy is revocable at the pleasure of the shareholder executing it by communicating such revocation, in writing, to the Secretary of the Corporation.

Section 7. *Voting at Meetings*: If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast by those entitled to vote in the election (provided a quorum exists). Unless otherwise provided by law or in the Corporation's Articles of Incorporation, and subject to other provisions of these Bylaws, each board member and officer

shall be entitled to one vote on each matter, in person or by proxy. Voting need not be by written ballot.

Section 8. *List of Board Members and Officer Duties:* The President of the Corporation shall prepare and make, at least ten days before any meeting, a complete list of people entitled to vote at the meeting, arranged alphabetically, and showing the address of each person. The list shall be open to the examination of any Board member or Officer for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days before the meeting, either at a place in the city where the meeting is to be held, which place must be specified in the notice of the meeting, or at the place where the meeting is to be held. The list shall also be produced and kept available at the time and place of the meeting, for the entire duration of the meeting, and may be inspected by anyone present at the meeting.

Section 9. *Consent in Lieu of Meetings:* Any action required to be taken or which may be taken at any meeting, whether annual or special, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Board members and Officers necessary to take such action at a meeting at which all individuals entitled to vote were present and voted. The action must be evidenced by one or more written consents, describing the action taken, signed and dated by the individuals entitled to take action without a meeting, and delivered to the Corporation at its registered office or to the officer having charge of the Corporation's minute book.

No consent shall be effective to take the corporate action referred to in the consent unless the number of consents required to take action are delivered to the Corporation or to the officer having charge of its minute book within sixty days of the delivery of the earliest-dated consent.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to those Board Members and Officers who have not consented in writing.

Section 10. *Conference Call:* One or more Board Members and Officers may participate in a meeting by means of conference telephone, videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting.

Section 11. *Annual Statement*: The President and the Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year.

ARTICLE IV – DIRECTORS

Section 1. *Powers of Directors*: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all lawful acts and things, subject to any limitations set forth in these Bylaws or the Articles of Incorporation for the corporation

Section 2. *Number, Qualification and Election*: The number of directors shall be set at ~~Four~~ ^{Six}. Each director shall be at least 18 years of age. The directors need not be residents of the state of incorporation. The directors shall be elected by the Board members and Officers at the annual meeting by vote on record present in person or by proxy and entitled to vote at the annual meeting. Each director shall be elected for a term of two year(s), and until his or her successor shall be elected and shall qualify or until his or her earlier resignation or removal.

Section 3. *Nomination of Directors*: The Board of Directors shall nominate candidates to stand for election as directors; and other candidates may also be nominated by any Board Member of the Corporation, provided such nomination is submitted in writing to the Corporation's Secretary no later than 30 days prior to the meeting at which such directors are to be elected, together with the identity of the nominator.

Section 4. *Vacancies*: Except as otherwise provided by law, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a director shall be filled by the majority of directors then in office. The successor shall serve the unexpired portion of the term of his or her predecessor. Any director may resign at any time by giving written notice to the Board or the Secretary.

Section 5. *Meetings*:

- a. Regular Meetings: Regular meetings of the Board of Directors shall be held at least two times per year without notice and at such time and place as determined by the Board.
- b. Special Meetings: Special meetings of the Board may be called by the Chairperson or the President on two days' notice to each

director, either personally or by telephone, express delivery service, email, or facsimile transmission, and on four days' notice by mail (effective upon deposit of such notice in the mail). The notice need not specify the purpose of a special meeting.

Section 6. *Quorum and Voting at Meetings*: A majority of the total number of authorized directors shall constitute a quorum for transaction of business. The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as provided by law, the Articles of Incorporation, or these Bylaws. Each director present shall have one vote, irrespective of the number of shares of stock, if any, he or she may hold.

Section 7. *Committees of Directors*. The Board of Directors, by resolution, may create one or more committees, each consisting of one or more Directors. Each such committee shall serve at the pleasure of the Board. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their members.

Section 8. *Consent in Lieu of Meetings*: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting of all members of the Board or committee, as the case may be, consent thereto in writing, such writing or writings to be filed with the minutes or proceedings of the Board or committee.

Section 9. *Conference Call*: One or more directors may participate in meetings of the Board or a committee of the Board by any communication, including videoconference, by means of which all participating directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such meeting.

Section 10. *Compensation*: The Board of Directors shall have the authority to fix the compensation of Directors. A fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. *Removal of Directors*: Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE V -- OFFICERS

Section 1. *Positions*: The officers of the Corporation shall be a Chairperson, a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time appoint, including one or more Vice Presidents and such

other officers as it deems advisable. Each such officer shall exercise such powers and perform such duties as shall be set forth herein and such other powers and duties as may be specified from time to time by the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors. Each of the Chairperson, President, and/or any Vice Presidents may execute bonds, mortgages, and other documents under the seal of the Corporation, except where required or permitted by law to be otherwise executed and except where execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

Section 2. *Chairperson*: The Chairperson shall have overall responsibility and authority for management and operations of the Corporation, shall preside at all meetings of the Board of Directors and shareholders, and shall ensure that all orders and resolutions of the Board of Directors and shareholders are implemented.

Section 3. *President*: The President shall be the chief operating officer of the Corporation and shall have full responsibility and authority for management of the day-to-day operations of the Corporation. The President shall be an ex-officio member of all committees and shall have the general powers and duties of management and supervision usually vested in the office of president of a corporation.

Section 4. *Secretary*: The Secretary shall attend all meetings of the Board and all meetings of the shareholders and shall act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the Secretary shall be. The Secretary shall maintain the records, minutes, and seal of the Corporation and may attest any instruments signed by any other officer of the Corporation.

Section 5. *Treasurer*: The Treasurer shall be the chief financial officer of the Corporation, shall have responsibility for the custody of the corporate funds and securities, shall keep full and accurate records and accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account in the name of the Corporation. The Treasurer shall provide to the President and directors, at the regular meetings of the Board, or whenever requested by the Board, an account of all financial transactions and of the financial condition of the Corporation.

Section 6. *Term of Office*: The officers of the Corporation shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal. Any officer or agent elected or appointed by the Board may be

removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office as a result of death, resignation, removal, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 7. *Compensation*: The compensation of officers of the Corporation shall be fixed by the Board of Directors.

Section 8. *Record Date*: In order that the Corporation may determine those entitled to notice of or to vote at any meeting, or any adjournment thereof, or to take action without a meeting, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is

adopted by the Board of Directors and shall not be less than ten nor more than fifty days before the meeting or action requiring a determination.

If no record date is fixed by the Board of Directors:

- a. for determining Board members or Officers entitled to notice of or to vote at a meeting, the record date shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held or other action taken;
- b. For determining individuals entitled to consent to corporate action without a meeting, the record date shall be the day on which the first written consent is delivered to the Corporation in accordance with these Bylaws; and
- c. For determining individuals for any other purpose, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VII -- DIVIDENDS

Section 1. *Dividends*: The Board of Directors declare upon the terms and conditions provided by law and the Articles of Incorporation of the Corporation that Dividends do not exist for the nonprofit, ROC City Compassion Cafe.

Section 2. *Reserves*: The Board of Directors may set apart, out of the funds of the Corporation, said sum as the directors, from time to time, in their absolute discretion, think proper as a reserve fund for any proper purpose. The Board of Directors may abolish any such reserve in the manner it was created.

ARTICLE VIII – GENERAL PROVISIONS

Section 1. *Insurance and Indemnity*: The Corporation may purchase and maintain insurance in a reasonable amount on behalf of any person who is or was a director, officer, agent, or employee of the Corporation against liability asserted against or incurred by such person in such capacity or arising from such person's status as such.

Subject to applicable statute, any person made or threatened to be made a party to any action, suit, or proceeding, by reason of the fact that he or she, his or her testator or intestate representative, is or was a director, officer, agent, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with such an action, suit, or proceeding.

Notwithstanding the foregoing, no indemnification shall be made by the Corporation of judgment or other final determination establishes that the potential

indemnificatee's acts were committed in bad faith or were the result of active or deliberate fraud or dishonesty or clear and gross negligence.

Section 2. *Corporate Records*: Any Board member or Officer of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the Corporation's accounting ledger and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a Board member or Officer. In every instance in which an attorney or other agent shall be the person seeking the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing authorizing the attorney or other agent to so act on behalf of the Board member or Officer.

The demand under oath shall be directed to the Corporation at its registered office or its principal place of business.

Section 3. *Fiscal Year*: The fiscal year of the Corporation shall be the calendar year.

Section 4. *Seal*: The corporate seal shall be in such form as the Board of Directors shall approve. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

Section 5. *Execution of Instruments*: All contracts, checks, drafts, or demands for money and notes and other instruments or rights of any nature of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 6. *Notice*: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the United States mail, or by email, or facsimile, charges prepaid, to his or her address appearing in the books of the Corporation, or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent by facsimile, it shall be deemed to have been given at the date and time shown on a written confirmation of the transmission of such facsimile communication. If such notice is related to a meeting, the notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting of Board members and Officers, the purpose of and general nature of the business to be transacted at such special meeting.

Section 7. *Waiver of Notice*: Whenever any written notice is required by law, or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Except in the case of a special meeting, neither the business to be conducted at nor the purpose of the meeting need be specified in the waiver of notice of the meeting. Attendance of a person either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened or called.

Section 8. *Amendments*: The Board of Directors shall have the power to make, adopt, alter, amend, and repeal from time to time the Bylaws of the Corporation except that the adoption, amendment, or repeal of any Bylaw regulating the election of directors shall be subject to vote entitled to cast at least a majority of the votes which all Board Members and Officers are entitled to cast at any regular or special meeting, duly convened after notice of that purpose.

The foregoing Bylaws were adopted by the Board of Directors on March 1, 2019.

SECRETARY'S SIGNATURE

Elizabeth Carr

SECRETARY (PRINT)

Elizabeth Carr

Board of Directors and Officers Name

LaCresha Scott, Founder, President, Director
Elizabeth Carr, CEO, Secretary, Director
Sullivan Nelson, Director
Debra Nelson, Director
Tyfanni Penn, Director
Clenita Thomas, Director