

N19000006769

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

RECEIVED  
DIVISION OF CORPORATIONS  
20 JAN 13 AM 8:45

NAME OF CORPORATION: Hearts of Compassion, INC

DOCUMENT NUMBER: N19000006769

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

Please return all correspondence concerning this matter to the following:

Chiquita A. Johnson

(Name of Contact Person)

Hearts of Compassion, INC

(Firm/ Company)

P O Box 92281

(Address)

Lakeland Florida 33804

(City/ State and Zip Code)

heartsofcompassion4u@gmail.com

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

For further information concerning this matter, please call:

Chiquita A. Johnson

813

463-3584

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

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

**Street Address**

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

Articles of Amendment  
to  
Articles of Incorporation  
of

Hearts of Compassion, Inc

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

N19000006769

(Document Number of Corporation (if known))

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

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

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

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

1935 Burrows Lane

Sanford Florida 32771

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

P O Box 92281

Lakeland Florida 33804

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

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

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

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

Signature of New Registered Agent, if changing

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JANUARY 13, 2013  
TALLAHASSEE, FLORIDA

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change <u>    </u> Add <u>    </u> Remove	<u>P</u>	<u>Chiquita A. Johnson</u>	<u>P O Box 92281</u> <u>Lakeland Fl. 33804</u>
2) <u>X</u> Change <u>    </u> Add <u>    </u> Remove	<u>V</u>	<u>Glenda Paul</u>	<u>P O Box 92281</u> <u>Lakeland Fl. 33804</u>
3) <u>X</u> Change <u>    </u> Add <u>    </u> Remove	<u>D</u>	<u>Phaedra Gilbert</u>	<u>P O Box 92281</u> <u>Lakeland Fl. 33804</u>
4) <u>    </u> Change <u>X</u> Add <u>    </u> Remove	<u>O</u>	<u>Louise Poole</u>	<u>P O Box 92281</u> <u>Lakeland Fl. 33804</u>
5) <u>    </u> Change <u>x</u> Add <u>    </u> Remove	<u>O</u>	<u>Kelly Van Slyke</u>	<u>P O Box 92281</u> <u>Lakeland Fl. 33804</u>
6) <u>    </u> Change <u>X</u> Add <u>    </u> Remove	<u>O</u>	<u>Alexandria Van Slyke Scott</u>	<u>P O Box 92281</u> <u>Lakeland Fl. 33804</u>

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

[illegible]

01/08/2020

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.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 01/08/2020 \_\_\_\_\_

Signature Chiquita Johnson  
(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)

Chiquita A. Johnson  
\_\_\_\_\_  
(Typed or printed name of person signing)

President  
\_\_\_\_\_  
(Title of person signing)

## **Amending Article III Purpose**

### **The purpose for which the corporation is organized is:**

**Section 1** – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

**Section 2** – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to: Providing quality food, the basic needs, educational information and general care for the whole family in need of assistance.

**Section 3** – To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;

**Section 4** – To act as Trustee under any trust incidental to the principal object of the corporation and to receive, hold, administer and expend funds and property subject to such trust;

**Section 5** – To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and whosoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

**Section 6** – To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;

**Section 7** – To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State:

Adding all Articles here after:

#### ARTICLE VIII REIMBURSEMENT OF EXPENSES

By resolution of the organization, the Directors and the Founder/President/Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Adding      ARTICLE IX      LIABILITY

**Section 1** – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Adding ARTICLE X      CONFLICT OF INTEREST

**Section 1 – Purpose-** The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.



**Section 2** The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendor.

**Section 3** – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

**Section 4** – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

**Section 5** – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Directors and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Directors. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

**Section 6** – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

**Section 7** – Violations of Conflict of Interest Policy- If the governing board 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 allow the member the 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 determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Adding ARTICLE XI DISTRIBUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

#### Adding ARTICLE XII Bylaws

Bylaws, not inconsistent with law of these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.