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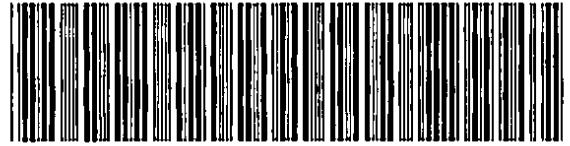
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## COVER LETTER

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

SUBJECT: The Leaf of Love, 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: Tia Tatem  
\_\_\_\_\_  
Name (Printed or typed)

3283 West Chilton Drive  
\_\_\_\_\_  
Address

Avon park, FL 33825  
\_\_\_\_\_  
City, State & Zip

(786)380-9336  
\_\_\_\_\_  
Daytime Telephone number

tlatatem@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

## The Leaf of love, Inc.

### ARTICLE I

#### Name and Object

- Section 1.** The name of the organization shall be **The Leaf of love, Inc.** herein referred to as **The Leaf of love, Inc.** located at 2301 NW 119 Street, apt.104, Miami, FL. 33167.
- Section 2.** The purpose of this organization shall be to provide social and human services to meet the family needs of the community, and to strengthen families to reach their greatest potentials.
- Section 3.** The Leaf of love, Inc. shall be a non-profit organization under the control and direction of a volunteer Board of Directors.
- Section 4.** To accomplish its purposes, The Leaf of love, Inc. may establish and provide for the conduct and maintenance of its work in one or more sections of the State of Florida, and for groups of persons.
- Section 5.** The Leaf of love, Inc. shall have perpetual existence.
- Section 6.** The purposes for which The Leaf of love, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meanings of Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.
- Section 7.** Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.
- Section 8.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except at the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of Section 501C (3) purpose. 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, or intervene in (including the publishing or distribution of statements) any political campaign of behalf of or in opposition to any candidate for public office.

- Section 9.** Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 C (3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to Federal Government, or to a state or local government for a public purpose.

## **ARTICLE II**

### **Property**

- Section 1.** The Leaf of love, Inc. may hold or dispose of such property, real or personal, as may be given, divided, or bequeathed to it or entrusted to its care and keeping; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the organization; and may manage, control and utilize the same in accordance with the provisions of Article III.
- Section 2.** The highest amount of indebtedness or liability to which The Leaf of love, Inc. may at any time subject itself shall never be greater than two-thirds (2/3) of the value of the assets of the organization.

## **ARTICLE III**

### **Management**

- Section 1.** The management of The Leaf of love, Inc. shall be vested in a Board of Directors, consisting of not fewer than three (3) and not more than seven (7) persons, elected by the Board of Directors, or otherwise in such manner and for such terms not exceeding three (3) years, as the Bylaws may provide.

Each director must possess the qualifications for voting membership in the Institute.

- a) The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the organization in all its details, including the appointment of Standing and Special Committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board.
- b) The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. They shall have the authority to make Bylaws for the governance of the organization, not inconsistent with the Articles of Incorporation.

- Section 2.** The officers of the Board of Directors shall be the Chairman, Secretary, and Treasurer, chosen from their number as provided for in the Bylaws. These shall also be the officers of the organization.

#### **ARTICLE IV**

##### **Meetings**

- Section 1.** There shall be an Annual Meeting of The Leaf of love, Inc. within 90 days after the close of the fiscal year, at which time the Board of Directors shall report to the community the status of the organization. Notice of this meeting shall be publicized at least four (4) weeks in advance.
- Section 2.** The Leaf of love, Inc. may hold such other meetings of the organization as may be provided for in the Bylaws.
- Section 3.** Special meetings of the organization may be called by the Chairman or by order of the Board of Directors. Upon written request of one-half of Board of Directors of the organization, the Chairman or Secretary shall call a meeting specifying the object, which shall be incorporated in the notice. A notice of such meeting shall also be mailed to every voting member at least five (5) days in advance of the meeting. No business shall be transacted at such meeting, except that for which the call is issued.
- Section 4.** One-Third (1/3) of the Board of Directors shall constitute a quorum at any meeting called by the voting members.
- Section 5.** A written record of the attendance and business transacted at all regular and special meetings of The Leaf of love, Inc. shall be maintained and filed with the minutes of the Board of Directors.

#### **ARTICLE V**

##### **Dissolution**

- Section 1.** Upon dissolution of this corporation, the Board of Directors, after paying or making provisions for the payment of liabilities of the corporation pursuant to operational law, shall distribute all assets exclusively to those organizations which are exempt under Section 501(c) (3) of the Internal Revenue Code, provided that this Corporation retains discretion and control over the terminal use of said contributions prior to dissolution.

#### **ARTICLE VI**

##### **Amendments**

- Section 1.** The Articles of Incorporation may be amended by vote of one-thirds (1/3) of the Board of Directors present at any regularly constituted meeting of the organization, provided such amendment shall have been submitted by the Board of Directors.

**ARTICLE VII**  
Initial Registered Agent and Street Address  
Tia Tatem  
3283 West Lake Chilton Drive  
Avon Park, FL 33825

**ARTICLE VIII**  
Incorporators

The undersigned subscribing incorporators have hereunto set their hands and seals this 18th day of May 2020, for forming this not for profit corporation, under the laws of the State of Florida. The names and addresses of the Incorporators to these Articles of Incorporation are:

Name/Title

Address

**President**

Russell Bailey

2301 NW 119 Street Apt. 104  
Miami, FL 33167

**Treasurer**

Tia Tatem

3283 West Chilton Drive  
Avon Park, FL 33825

**Secretary**

Veronica Payne

2157 NW 68 Terrace  
Miami, FL 33147

*Having been named as registered agent and 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.*

Tia Tatem

Required signature of Registered Agent

5/18/2020

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.*

Tia Tatem

Required Signature of Incorporator

5/18/2020

Date

**BY-LAWS**

The Leaf of love, Inc.

## **ARTICLE I**

### **Elections**

- Section 1.** The annual election of Directors serving three (3) year terms shall be held in November, at which time there shall be chosen by ballot by the members of the Board, one-third (1/3) of the Directors who shall hold office for three (3) years, or until their successors shall have been elected or qualified.
- Section 2.** At a regular meeting of the Board of Directors, at least thirty (30) days preceding the annual election, the Chairman shall appoint a Nominating Committee to nominate members for election to the Board of Directors and the officers of the organization for the ensuing year.
- Section 3.** At the December meeting of the Board after the annual election of Directors, the Board shall elect by ballot from its own number, a Chairman Secretary, and Treasurer. These officers shall be the officers of the organization and of the Board and shall hold office for one (1) year or until their successors are elected and qualified.

## **ARTICLE II**

### **The Board of Directors**

- Section 1.** The regular meeting of the Board of Directors shall be held at a time and place as may be determined by the Board. One-third (1/3) of the membership of the Board shall constitute a quorum for the transaction of business.
- Section 2.** Special meetings may be called by the Secretary at the request of the Chairman of the Board, giving time, place and purpose of the meeting.
- Section 3.** All regular meetings of the Board shall be opened with an inspiration and the agenda shall include the following:
- Roll Call
  - Approval of the Minutes of the previous meeting
  - Report of the Chairman
  - Report of the Treasurer
  - Reports of Standing and/or Special Committees
  - Unfinished Business
  - New Business
- Section 4.** A written record of the attendance and business transacted at all regular and special meetings of the Board shall be maintained.

## **ARTICLE III**

### **Duties of Elected Officers**

- Section 1.** The President shall preside at all business meetings of The Leaf of love, Inc. and of the Board of Directors; appoint committees, subject to the approval of the Board of Directors; and sign all legal papers of the organization authorized by the Board of Directors.
- Section 2.** The Secretary shall keep a record of the Minutes of all the meetings of The Leaf of love, Inc. and the Board of Directors. The Secretary shall be the custodian of the seal of the organization and of the record of the Minutes of all meetings, which shall be kept in the organization's office.
- Section 3.** The Treasurer shall keep a full account of all money received and paid out and report same to the Board of Directors. The Treasurer shall insure that all funds be promptly deposited in such depositories as shall be designated by the Board of Directors.

#### **ARTICLE IV**

##### **Employed Officials and Staff**

- Section 1.** The President shall be employed by the Board of Directors and shall be the Chief Executive Officer of The Leaf of love, Inc. The President shall be an ex-officio member of all committees and the Board of The Leaf of love, Inc. The President/CEO shall be responsible for the employment of all other members of The Leaf of love, Inc.'s staff, in accordance with the policies of the Board of Directors and shall designate their duties and have general supervision of their work. The President/CEO shall approve all orders of the Treasurer for the disbursement of funds, subject to the approval of the Board, and the President/CEO shall make monthly reports to the Board of Directors.

#### **ARTICLE V**

##### **Annual Meeting**

- Section 1.** There shall be an Annual Meeting of the organization within ninety (90) days after the close of the fiscal year, when the Board of Directors may determine. The purpose of the meeting shall be to review the work of the organization to the community, and to develop their united action in planning and carrying forward the programs of Jesus Christ Arch Angels Liberty Square, Inc, Inc.

#### **ARTICLE VI**

##### **Committee Organization**

- Section 1.** The Board of Directors, on the recommendation of the President shall designate the various areas or committees into which the programs and



administrative work of the organization shall be divided; shall determine the division of responsibility and the relationship between such committees; and shall authorize the Chairman to appoint necessary committees.

**Section 2.** The Executive Committee, consisting of the officers of the organization and the President, shall act for the Board of Directors in the interim between Board meetings, but shall not have the power to reconsider or reverse any action or policy of the Board. The Chairman or any three (3) members of the Executive Committee may call meetings at any time, and one-third (1/3) of the members shall constitute a quorum. It shall report all its actions to the regular meetings of the Board of Directors, which, when ratified, shall become actions of the Board.

**Section 3.** There shall be such Standing Committees, and of such number, as the Board of Directors may determine. The committees of the Board and of the organization may include individuals other than Directors. The Chairman and President shall be ex-officio members of all committees. A written outline of the responsibilities of each committee shall be prepared, approved by the Board of Directors and filed with the Minutes of the Board.

**Section 4.** Each Standing Committee shall keep minutes of its meetings and file same in the organization's office. It shall submit to the Board of Directors reports of work and shall not enter into any contract or incur any indebtedness or financial obligation of any kind.

## **ARTICLE VII**

### **Amendments**

**Section 1.** These Bylaws may be amended at any regular meeting of the Board of Directors by a one-thirds (1/3) vote of the members present, provided such notice of amendment shall have been given in writing at a previous regular meeting.

## **The Leaf of love, Inc. Conflict of Interest Policy**

### **Article I Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (The Leaf of love, Inc.) 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 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**

### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **2. Financial Interest**

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

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

## **Article III Procedures**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a. 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the 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.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

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

#### **Article V Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. 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, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and 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 inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII Use of Outside Experts**

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

**Approved by Board of Directors: May 15, 2020**