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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION AND OUTREACH C

DOCUMENT NUMBER: N20000011274

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

Please return all correspondence concerning this matter to the following:

Melba Furlow

(Name of Contact Person)

SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION AND OUTREACH CENTER INC

(Firm/ Company)

804 S.W. Fifth St.

(Address)

Gainesville, FL 32601

(City/ State and Zip Code)

19refoxx51@gmail.com

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

For further information concerning this matter, please call:

Melba Furlow

833

749.6761

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION AND OUTREACH CENTER INC

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

n/a

N 200000011274

(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:

n/a

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:

n/a

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

n/a

(Mailing address MAY BE A POST OFFICE BOX)

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: n/a

New Registered Office Address:

(Florida street address)

n/a

(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

21 11 21 00 00 00

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>n/a</u>	<u> </u>	<u>n/a</u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

see attached

The date of each amendment(s) adoption: May 1, 2021, if other than the date this document was signed.

Effective date if applicable: May 1, 2021
(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 May 1, 2021

Signature

Ronald Fox

(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)

Ronald Fox

(Typed or printed name of person signing)

President

(Title of person signing)

**SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION
AND OUTREACH CENTER INC. BY-LAWS**

ARTICLE I. Name

This corporation is and shall be known as SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION AND OUTREACH CENTER INC.

ARTICLE II. Purpose

The purpose of SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION AND OUTREACH CENTER INC. will be to assist low to moderate, indigent persons become self-sufficient through our programs and services. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code

Article III. Membership

Membership shall consist of the members of the board of directors and community members

Article IV. Meetings

Section 1. The Annual Meeting of the Board of Directors shall be held in April of each year on such date and at such time and place as may be fixed by the Board of Directors and named in the notice. Regular Meetings of the Board of Directors shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Directors shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

Section 2. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall be set by the president.

Section 7. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a **conference telephone or similar communications equipment** allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8. Rules. Meetings of members shall be governed by Robert's Rules of Order latest addition.

Article 5. Voting

Section 1.: At all meetings, except for the election of officers and directors, all votes shall be by voice. If there are any discrepancies, then the president may call for a roll call vote. For elections of officers, ballots shall be provided and there shall not appear any place on such a ballot that might tend to indicate the person who cast such ballot.

Section 2: at any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

Section 3: At all votes by ballot the president of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall physically affixed in the minute book to the minutes of that meeting.

tele-communications, without excuse accepted as satisfactory by the Board, such Board member shall be deemed to have resigned and the vacancy shall be filled.

Section 6. Removal. At any meeting of the Board of Directors duly called, any Board of Directors may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Board of Directors so removed.

Section 7. Management. The Board of directors shall have control and management of its affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president afterwards due notice to all the directors of such meeting.

VII. Committees

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less, if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

Executive Committee. The Board of Directors shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of seven (7) Board of Directors, including the President, Vice-President, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Directors all the authority of the

(b) Public Relations Committee. There shall be a Public Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Board of Directors. This committee shall promote the SHADY GROVE PRIMITIVE BAPTIST CHURCH ASSOCIATION AND OUTREACH CENTER INC through print, internet and broadcast media, positively publicize all events/activities, manage website, provide materials to the press and other forms of media.

(c) Events/Programs Committee. There shall be an events/programs Committee which shall recommend policy for all educational programs, events, and activities provided for the public.

(d) Finance Committee. There shall be a Finance Committee which shall be responsible for the supervision and direction of the care and custody of **all assets** of the Board of Directors. The Finance Committee shall advise the Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Directors for adoption. The Finance Committee shall review with the Executive Director and the independent public accountants, then serving the Board of Directors, **audit policies** and the proposed annual **audit report** to be submitted to the Board. The Treasurer shall serve as Chairman of the Finance Committee.

(e) Nominating Committee. There shall be a Nominating Committee which shall recommend (i) persons for election to the Board of Directors, and (ii) a slate of officers for election to two year terms at the Annual Meeting of the Board of Directors. Nominations shall be mailed to each member of the Board of Directors at least fifteen (15) days prior to the Annual Meeting of the Board. The Nominating Committee shall also recommend to the Board persons to fill vacancies

as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for election as Honorary Board of Directors. The President shall not serve on the Nominating Committee.

(f) The Steering Committee shall be responsible for developing a strategic plan, development policies, overall tactical planning for the organization, with Board approval of final plans.

(g) Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Board of Directors employees, other than the Executive Director, and all employee policies and programs.

(h) Audit Committee: The Audit Committee shall be the four elected members from the Executive Board. The President will name one of them as chairperson. They shall audit the organization's finances and books at the end of each calendar year or change of Finance Officer and report to the general membership. It shall be a written report. After reading the report the chairperson will make a motion for the report to be accepted into record.

(i). Other Committees. The President, with the approval of the Board of Directors, may designate additional committees, each of which shall consist of at least five (5) Board of Directors and may include other persons who need not be Board of Directors. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee.

ARTICLE VIII.

Section 4. Vice-President. At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Directors or the President.

Section 5. Recording Secretary. The Secretary shall be responsible for the keeping of Minutes of all meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Board of Directors. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

Additionally, duties will include the following: such as assuming the responsibility for sending out all notices. He or she shall present to the president any communications addressed to him or her as secretary of the organization. He or she shall serve all notices to members of this organization. He or she shall have the duty to file any certificate required by any statute, local, federal or state.

Section 7. Treasurer. The Treasurer shall have supervision over the financial records of the Board of Directors. The Treasurer shall provide the Board of Directors at each of its regular meetings with a statement of the financial condition of the Board of Directors. The treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He or she should deposit all monies in a regular business bank or trust company. All monies shall be deposited in a savings bank account. The treasurer shall be one of the officers who shall sign checks or drafts of the organization. No special fund may be

Section 2. Duties of Director. The Board of Directors may delegate to the Director the responsibility and authority for carrying out the **policies and purposes** that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Board of Directors, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

ARTICLE X. Contracts, Loans, Checks, and Deposits

Section 1. *Contracts*: The president of the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. *Loans*: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders*: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the treasurer and two officers which can be an agent of the Corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 4. *Deposits*: The board of directors and finance committee together shall determine how funds of the corporation will

to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

Article XIII. Compensation

Compensation: officers shall by virtue of their office be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation.

Article XIV. Conflict of interest

Section 1. 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 meetings 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.

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. Chairperson of the governing board or committee shall, if appropriate, appoint a disinterest person or committee to investigate alternatives to the proposed transaction or arrangement.

or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 3: 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 transactions or arrangement, and a record of any votes in connection with the proceedings

XIV. Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Directors, provided that at least 10 days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each

believes may arise in connection with his service as a Board of Directors or an Officer of the Board of Directors. No contract or other transaction between the Board of Directors and any other corporation, firm, association, or other entity in which one or more of its Board of Directors or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Board of Directors or Board of Directors or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Board of Directors or Officer.