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STATE OF ALABAMA

T. LEMIEUX

NOV 30 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Financial Faith Corporation

DOCUMENT NUMBER: N21000011637

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

Please return all correspondence concerning this matter to the following:

Terrance Brisbane, Sr.

(Name of Contact Person)

Financial Faith Corporation

(Firm/ Company)

2514 Van Gundy Road Suite 2

(Address)

Jacksonville, Florida 32208

(City/ State and Zip Code)

financialfaithcorp@gmail.com

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

For further information concerning this matter, please call:

Terrance Brisbane, Sr.

904

237-5023

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:

- | | | | |
|---|--|---|--|
| <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

Financial Faith Corporation

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

N21000011637

(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**)*

C. Enter new mailing address, if applicable:

*(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:

(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

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	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

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

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

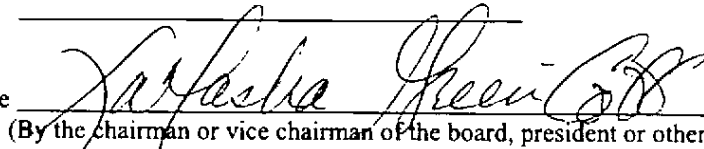
Please see enclosed document.

☐ 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 November 5, 2021

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

LaTasha Green-Cobb

(Typed or printed name of person signing)

Chair of Board

(Title of person signing)

Amended Articles of Incorporation

The State of Florida

County of Duval

§
§
§
§
§

Known All Men By these Presents:

The following amended articles of incorporation were adopted on October 29, 2021.

We, the undersigned natural persons of age eighteen years or more, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under the Florida NonProfit Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is "Financial Faith Corporation," herein referred to as the Corporation. This organization, operates primarily as a community development financial institution.

ARTICLE II
NONPROFIT CORPORATION

This corporation is being incorporated and will operate solely as a NonProfit Corporation.

ARTICLE III
DURATION

The period of its duration is perpetual.

ARTICLE IV
PURPOSES

The purposes for which the Corporation is organized pursuant to the Florida Business Organizations Code are exclusively charitable within the meaning of the Internal Revenue Service Code, as specified in Section 501(c)(3) of the Internal Revenue Code. Particularly, Financial Faith Corporation will provide various services and products to offer affordable and responsible capital, financial literacy, as well as technical assistance to promote community development initiatives for low-to-moderate income individuals and small minority businesses throughout Northeast Florida.

ARTICLE V
RESTRICTIONS AND REQUIREMENTS

(1) Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in this Certificate. The Corporation may not take any action prohibited by the Florida Business Organizations Code.

(2) The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) 501(c)(3) Limitations: Notwithstanding any other provision of this Certificate of Formation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2), and related regulations, rulings, and procedures. Regardless of any other provision in the Certificate of Formation or state law, the Corporation may not:

- (a) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- (e) Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt

(4) **Termination:** Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all the remaining assets of the Corporation only for tax-exempt purposes to an such eligible organization or organizations (as hereinafter defined) as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such eligible organization or organizations as said court shall determine. For purposes of this article, "eligible organization or organizations" refers to any organization or organizations that are tax-exempt under Section 501(c)(3), Internal Revenue Code, or described by Section 170(c)(1) or (2), Internal Revenue Code, as the board of directors shall determine.

(5) The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2514 Van Gundy Road, Jacksonville, Florida and the name of its initial registered agent at such address is Terrance Brisbane, Sr. Additionally the Corporation's principal place of business is Jacksonville, Florida, Duval County.

ARTICLE VII **BOARD OF DIRECTORS**

The number of trustees constituting the Board of Directors currently is six, the Chair, the Vice Chair, Secretary, Treasurer, Director, and the Chief Executive Officer as an ex-officio member. The by-laws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

The number of directors may be increased or decreased by adopting or amending the bylaws. The number of directors may not be decreased to fewer than three persons nor increased to more than eleven persons.

ARTICLE VIII **QUORUM**

A quorum shall be established when the majority of the corporation's directors or committee members are present for a meeting or decision, physical presence and telecommunication being permissible.

ARTICLE IX
ACTION WITHOUT MEETING OF DIRECTORS OR COMMITTEE

An action that is required or is permitted to be taken at a meeting of the corporation's directors or a committee may be taken without a meeting if written or telecommunication consent, stating the action to be taken, is signed and dated by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting.

The articles were adopted at a meeting of the Board of Directors held on October 29, 2021, at which a quorum was present, and the articles received at least two-thirds of the votes, which members were present.

Financial Faith Corporation

By: 

Terrance Brisbane, Sr., Chief Executive Officer - Incorporator

By: 

LaTasha Green-Cobb, Chair - Incorporator