

N23000003841

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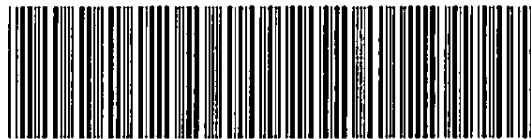
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FILED
2024 AUG 21 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FL

113

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Faithful Beginnings Inc DBA: Faithful Beginnings Preschool

DOCUMENT NUMBER: N23000003841

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

Please return all correspondence concerning this matter to the following:

Lisa Hartog

(Name of Contact Person)

Faithful Beginnings Inc DBA: Faithful Beginnings Preschool

(Firm/ Company)

5495 Park Blvd.

(Address)

Pinellas Park, FL 33781

(City/ State and Zip Code)

lhartog@fbpreschool.com

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

For further information concerning this matter, please call:

Lisa Hartog

727

5449465

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 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

Faithful Beginnings Inc. DBA: Faithful Beginnings Preschool

FILED

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

N23000003841

2024 AUG 21 PM 1:26

(Document Number of Corporation (if known)) SECRETARY OF STATE
TALLAHASSEE, FL

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:

NA 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)

NA

NA

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

NA

NA

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:

NA

NA

(Florida street address)

New Registered Office Address:

NA

(City)

NA

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	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			<u>NA</u>
<input type="checkbox"/> Remove			<u>NA</u>
2) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			<u>NA</u>
<input type="checkbox"/> Remove			<u>NA</u>
3) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			<u>NA</u>
<input type="checkbox"/> Remove			<u>NA</u>
4) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			<u>NA</u>
<input type="checkbox"/> Remove			<u>NA</u>
5) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			<u>NA</u>
<input type="checkbox"/> Remove			<u>NA</u>
6) <input type="checkbox"/> Change	<u>NA</u>	<u>NA</u>	<u>NA</u>
<input type="checkbox"/> Add			<u>NA</u>
<input type="checkbox"/> Remove			<u>NA</u>

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

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

*Amending Article III in The Articles of Incorporation (Purpose Clause): The organization is organized exclusively for religious and educational purposes under section 501(c)(3) for the Internal Revenue Code, or corresponding sections of any future federal tax code.

*Adding Article VIII in The Articles of Incorporation (Dissolution Clause): Upon the dissolution of this 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 cause.

*Adding Article IX in The By-Laws (Conflict of Interest Policy):

Please see additional pages attached for Article IX in The By-Laws

The date of each amendment(s) adoption: 07/18/2024, if other than the date this document was signed.

Effective date if applicable: 07/18/2024
(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 The Board of Directors

Signature Lisa M Hartog
(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)

Lisa M. Hartog

(Typed or printed name of person signing)

President

(Title of person signing)

FILED

I. Article I

1. **Purpose** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interests 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.

II. 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. d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't 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.

III. 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 isn't 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 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 Conflict 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.

IV. Article IV Records of Proceedings

- 1. 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. The type and rule above prints on all proofs including departmental reproduction proofs. MUST be removed before printing.

V. Article V Compensation

1. 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.
2. 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.
3. 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.

VI. Article VI Annual Statements

1. 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 conflict 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 in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

VII. Article VII Periodic Reviews

1. To ensure the Organization operates in a manner consistent with charitable purposes, and doesn't 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 don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

VIII. Article VIII Use of Outside Experts

1. 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.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 1, 2024

LISA HARTOG
5495 PARK BLVD
PINELLAS PARK, FL 33781

SUBJECT: FAITHFUL BEGINNINGS INC
Ref. Number: N23000003841

AUG 21 2024

We have received your document for FAITHFUL BEGINNINGS INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a FLORIDA PROFIT CORPORATION, but your entity is a FLORIDA NOT FOR PROFIT CORPORATION. Please complete and return the enclosed blank form(s).

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler
Regulatory Specialist II

Letter Number: 524A00017057

Thank-you for sending me the
correct form and giving us the
opportunity to correct it.

Lisa M Hartog