

N24000006584

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(City/State/Zip/Phone #)

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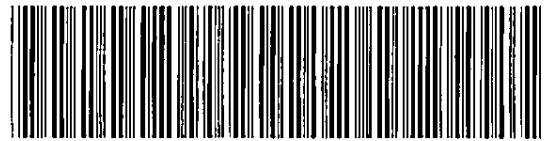
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SECRETARY OF STATE  
TALLAHASSEE, FL

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: THE HERE IS HELP FOR EDUCATION,LEGAL,MEDICAL,RESEARCH,SHIELTER, CU

DOCUMENT NUMBER: N24000006584

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

Please return all correspondence concerning this matter to the following:

JENNIFER FALUADE

\_\_\_\_\_  
(Name of Contact Person)

THE HERE IS HELP FOR EDUCATION,LEGAL,MEDICAL,RESEARCH,SHIELTER, CULTURAL AND COMMUNITY

\_\_\_\_\_  
(Firm/ Company)

2111 SW 60th WAY

\_\_\_\_\_  
(Address)

MIRAMAR FL 33023

\_\_\_\_\_  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

JENNIFER FALUADE

954 437-7294

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 checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

THE HERE IS HELP FOR EDUCATION,LEGAL,MEDICAL,RESEARCH,SHELTER, CULTURAL AND COMMUNITY  
(Name of Corporation as currently filed with the Florida Dept. of State)

N24000006584

(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)

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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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CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

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"/> <u>N/A</u> Change	_____	_____	_____
<input type="checkbox"/> <u>N/A</u> Add	_____	_____	_____
<input type="checkbox"/> <u>N/A</u> 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	_____	_____	_____

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

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

SEE ATTACHED AMENDED ARTICLES

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Lined area for text entry.

The date of each amendment(s) adoption: 10/21/2024, 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.

**Amended Articles  
OF  
THE HERE IS HELP FOR EDUCATION, LEGAL, MEDICAL, RESEARCH, SHELTER,  
CULTURAL AND COMMUNITY SERVICES CORPORATION**

**PREAMBLE**

The following Amended Articles shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of The Here is Help for Education, Legal, Medical, Research, Shelter, Cultural and Community Services Corporation. In the event of a direct conflict between the herein contained provisions of these Amended Articles and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Amended Articles and the Articles of Incorporation of Corporation, it shall then be these Amended Articles which shall be controlling.

**ARTICLE I – NAME**

The legal name of the Non-Profit Corporation shall be known as The Here is Help for Education, Legal, Medical, Research, Shelter, Cultural and Community Services Corporation, and shall herein be referred to as the "Corporation."

**ARTICLE II – PURPOSE**

The general purposes for which this Corporation has been established are as follows:

The purpose for which the Non-Profit Corporation is formed is set forth in the Articles of Incorporation.

The Corporation is established within the meaning of IRS Publication 557 Section 501 ( c)(1) Organization of the Internal Revenue code of 1986, as amended (the "code") or the corresponding section of any future federal tax code. The Corporation shall be operated exclusively for/to providing education, legal, medical, research, shelter, cultural and community services assisting to those that need them.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501 ( c) of the Internal Revenue Code of 1986 (the "code"), such as certain political and legislative activities.

### **ARTICLE III – DEDICATION OF ASSETS AND DISSOLUTION**

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be used exclusively for Section 501 (c ) (3) exempt purposes.

### **ARTICLE IV – MEMBERSHIP**

Membership shall consist only of the members of the board of directors.

### **ARTICLE V – ANNUAL MEETING**

The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. Special meetings may be called by the Chair or the Executive Committee. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

### **ARTICLE VI – BOARD OF DIRECTORS**

The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to 15 and not fewer than 3 members.

The Board receives no compensation.

The Board shall meet at least twice a year, at an agreed upon time and place.

Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

All Board members shall serve 2 four-year terms, but are eligible for re-election.

A quorum must be attended by at least 66 percent of the Board members before business can be transacted or motions made or passed.

An official Board meeting requires that each Board member consist of a President, Vice President, Secretary and Treasurer.

When a vacancy on the Board exists, the Board of Directors, by way of affirmative vote of the majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped from excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed with or without cause by three-fourths vote of the remaining directors.

Special meetings of the Board shall be call upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member postmarked two weeks in advance.

## **ARTICLE VII – COMMITTEES**

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Amended Articles. Each such committee shall consist of at least two (2) directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or any committee.
- d) Amend or repeal the Articles of Incorporation or Amended Articles or adopt new Amended Articles.
- e) Amend or repeal any resolution of the Borad of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation in a contract or agreement or expend Corporation funds.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article VII – Committees of these Amended Articles, concerning meetings and actions of the directors with such changes in the context of those Amended Articles as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt



rules not consistent with the provisions of these Amended Articles for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of; a) directors, b) directors or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Executive Committee – The Board may appoint an Executive Committee composed of a minimum of two (2) directors, to serve on the Executive committee of the Board. Except for the power to amend the Articles of Incorporation and Amended Articles, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Finance Committee – if created, shall be responsible for reviewing fiscal procedures, overseeing the budget, establishing reserve funds, lines of credit and investments. Any major change in the budget must be approved by the Board or the Executive committee.

Other Committees – The Board, at its sole discretion, may create other committees as needed, such as fundraising, nominating, etc.

### **ARTICLE VIII – STANDARD OF CARE**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

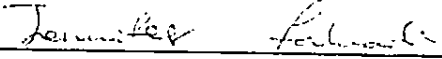
Conflict of Interest – The purpose of the Conflict of Interest policy is to protect the Corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess 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 corporations and is not intended as an exclusive statement of responsibilities.

### ARTICLE IX – AMENDMENTS

These Amended Articles may be amended, when necessary, by a two-thirds majority of the Board of Directors.

These Amended Articles were approved at a meeting of the Board of Directors of The Here is Help for Education, Legal, Medical, Research, Shelter, Cultural and Community Services Corporation on October 21, 2024.

EXECUTED on this 21<sup>st</sup> day of October 2024, in the County of Broward in the State of Florida.

  
\_\_\_\_\_  
Duly Elected Secretary Jennifer Faluade