

N42658

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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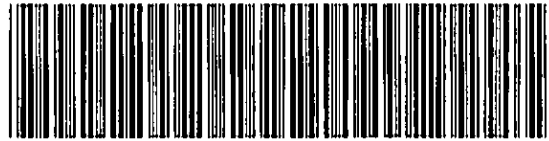
(Business Entity Name)

(Document Number)

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2018 MAY 18 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C GOLDEN

MAY 21 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

United Pentecostal Holiness Church, Inc.
NAME OF CORPORATION: _____

N42658
DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Leslie Miller

(Name of Contact Person)

United Pentecostal Holiness Church, Inc.

(Firm/ Company)

22255 S.W. 109 Ct.

(Address)

Miami, FL. 33170

(City/ State and Zip Code)

daneset@aol.com

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

For further information concerning this matter, please call:

Leslie Miller (786) 478-9158

(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 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 checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

United Pentecostal Holiness Church, Inc.

FILED

2018 MAY 18 PM 2:13

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

N42658

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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: Leslie Miller

22255 S.W. 109 Ct.


(Florida street address)

New Registered Office Address: Miami 33170

_____, 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

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	<u>CEO</u>	<u>Scott, Willie., Jr.</u>	<u>13620 Jackson St.</u>
<input type="checkbox"/> Add			<u>Miami FL.33176</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>D</u>	<u>Taylor, Danese</u>	<u>13620 Jackson St.</u>
<input type="checkbox"/> Add			<u>Miami FL.33176</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>STD</u>	<u>Miller, Leslie</u>	<u>22255 S.W. 109 Ct.</u>
<input type="checkbox"/> Add			<u>Miami FL.33170</u>
<input checked="" type="checkbox"/> Remove			
4) <input checked="" type="checkbox"/> Change	<u>VD</u>	<u>Scott, Jennell</u>	<u>13620 Jackson St.</u>
<input type="checkbox"/> Add			<u>Miami FL.33176</u>
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change	<u>VDS</u>	<u>Scott, Jennell</u>	<u>13620 Jackson St.</u>
<input checked="" type="checkbox"/> Add			<u>Miami FL.33176</u>
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

The existing board members has the final authority to
execute any form of business regarding United Pentecostal
Holiness Church. Upon the untimely death of any board
member, the remaining board member/s have full authority and
final decision making power. Every decision will be done
to strengthen and build upon the HOUSE OF GOD.

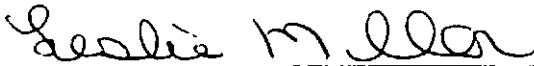
Voting among board members must be unanimous. VP will be
official signer on ALL business documents.

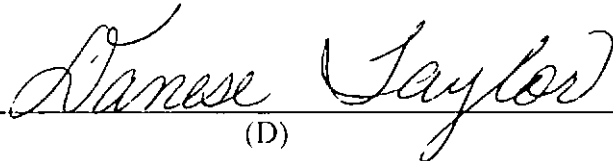
*Community people with interest regarding United Pentecostal
Holiness Church: Leslie Miller, Danese Taylor,
Willie J. Scott Jr. They MUST be notified in the event of
a planned sale or renting of the church. They must approve of
any sales or renting of the church. Financial details will be
worked out regarding the Community people with interest and the
board.

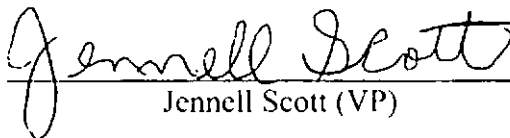
RESIGNATION LETTER FROM THE UNITED PENTECOSTAL
HOLINESS CHURCH CORPORATE BOARD.

As of this date, **May 11, 2018** the following board members tendered their resignation
from the United Pentecostal Holiness Church Corporate Board:

1. Scott, Willie, Jr. 
(CEO)

2. Miller, Leslie 
(STD)

3. Taylor, Danese 
(D)

Received By: 
Jennell Scott (VP)

Minutes of Meeting

The board of directors of United Pentecostal Holiness church (the "Corporation") dated this 11th day of May, 2018.

BACKGROUND:

- A. The Corporation is a corporation organized and operating under the laws of the State of Florida.
- B. The directors have determined that it is in the best interest of the corporation to set the signing officer of the corporation for its various accounts.
- C. The directors have determined that it is in the best interest of the Corporation to accept the resignation of certain persons as directors of the Corporation.

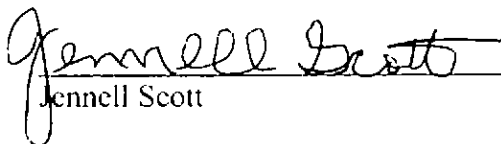
IT WAS RESOLVED THAT:

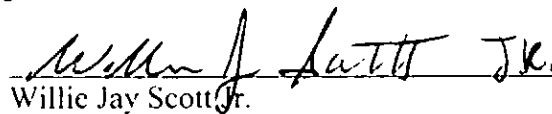
- 1. The following individual (Jennell Scott) is appointed and confirmed as signing officer for the Corporation for a term of one year or until replaced and is authorized to manage bank accounts that have been established for the benefit of the Corporation, sign and endorse checks, drafts, and other orders of payment for those bank accounts, and is authorized to sign bills of lading, and other documents, as needed and reasonable for the normal conduct of the business of the Corporation.
- 2. Willie Jay Scott Jr. has submitted a resignation as a director of the Corporation. This resignation is accepted by the corporation and will be effective immediately. The Secretary of the Corporation is directed to provide written notice to the appropriate agency.
- 3. Leslie Miller has submitted a resignation as a director of the Corporation. This resignation is accepted by the corporation and will be effective immediately. The Secretary of the Corporation is directed to provide written notice to the appropriate agency.

4. Danese Taylor has submitted a resignation as a director of the Corporaton.
The resignation is accepted by the corporation and will be effective immediately.
The Secretary of the Corporation is directed to provide written notice to the appropriate agency.
5. Jennell Scott is authorized to sign all documents and perform such acts as may be necessary or desirable to give effect to the above resolutions.
6. The Secretary of the Corporation is directed to update the minute book of the Corporation, as appropriate.
7. This resolution may be executed in counterparts. Facsimile or scanned signatures are binding and are considered to be original signatures.

Dated in the State of Florida on the 11th day of May, 2018

Signature and Attendance:

 (Signature)
Jennell Scott

 (Signature)
Willie Jay Scott Jr.

 (Signature)
Leslie Miller

 (Signature)
Danese Taylor

**BYLAWS
OF
UNITED PENTECOSTAL HOLINESS CHURCH**

The name of the organization is United Pentecostal Holiness Church. The organization is organized in accordance with the Florida Not For Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President, Vice President or the Board of Directors.

Section 3. Notice. Written notice of all meetings, whether regular, special meetings, or by conference call shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that

each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting (at present) of 2 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum. But, all directors must be in agreement for approval if there are only 2 directors left on the board.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have

assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors upon a vote of approval. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 9. Resignation. Any director may resign effective upon giving written notice to the President or the Vice President or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. The successor may only be selected from the (Community people with interest).

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, (if) such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. **The Vice President (Jennell Scott) shall sign off on all business matters. If she is unable to sign, the business will not be sign off on.** This shall be the ruling procedure until her termination or death at that time, another Vice President will be voted in her place. Then, another signer will be voted into office to take her place. If only the President is left on the board, no

business signing will take place. A selection from the (Community people with interest) shall be voted in the take her or his place. The President will never hold the position of **(BUSINESS SIGNER OR VICE PRESIDENT)**.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, **(if any)**, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the organization's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors (Only if there's more than one Director and the votes are unanimous) shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors (Only if there's more than one Director and the votes are unanimous). Any vacancy can only be replaced by a (Community people with interest).

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. If there's only one Director left on the

board, the bylaws can not be amended. If only two Directors are left, the votes must be unanimous.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).


ARTICLE VII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors and the (Community people of interest) given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members or the votes must be unanimous if there's only two Directors. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Jennell Scott, Secretary of United Pentecostal Holiness Church hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the incorporator(s) on May 11, 2018.


Jennell Scott, Secretary

The date of each amendment(s) adoption: _____, 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.
- ☒ 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 11, 2018

Signature Jennell Scott

(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)

JENNELL SCOTT

(Typed or printed name of person signing)

Vice President - Director

(Title of person signing)

Sworn to and subscribed before me this
11 day of May, 2018

Signature of Notary Public - State of Florida

Print, Type or Stamp Name of Notary Public

☐ Personally known to me, or

☒ Produced Identification: IDA
Type of Identification

