

N93000000805

October 23, 1998

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida

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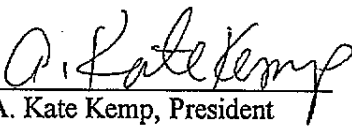
Re: Letter Number 398A00049939 - Foster Parent Association, North Branch, Inc.

The following letter is an official document of the Amendments to the Articles of Incorporation of the Foster Parent Association, North Branch, Inc. The articles were amended on September 28, 1998, by its members of the Board of Directors. The Amendments to the articles were voted upon by the general body of the Foster Parent Association, North Branch, Inc. on Wednesday, October 14, 1998 at 7:30 p.m. The amendments to the articles were approved by unanimous vote by the 47 members present at the meeting. This votes cast were sufficient to approve the amendments.

We are enclosing our check for \$52.50, representing filing fees for the articles of amendment. Please accept the amendments and send a certificate copy to the Association to: A. Kate Kemp, President, 20421 N.W. 46 Avenue, Miami, Florida 33055.

Thank you.

Sincerely,


A. Kate Kemp, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend NC
OCT 26 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

FOSTER PARENT ASSOCIATION NORTH BRANCH, INC.
20421 N.W. 46TH AVENUE
MIAMI, FL 33055

SUBJECT: FOSTER PARENT ASSOCIATION NORTH BRANCH INC,
Ref. Number: N93000000805

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 398A00049939

**FOSTER PARENT ASSOCIATION,
NORTH BRANCH, INC.
BYLAWS – AMENDED 9/28/98**



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION OF THE FOSTER PARENT ASSOCIATION NORTH BRANCH INC. AMENDED SEPTEMBER 28, 1998

MISSION STATEMENT – Amended 9/28/98

The Foster Parent Association, North Branch, Inc. is an association of people working together for quality family foster care. We are a membership organization comprised of foster families and all who are committed to strengthening family foster care. The purposes of the Foster Parent Association, North Branch, Inc. (the "Association"):

1. To provide supportive services to all foster parents, emergency shelter home parents, and foster children in Dade County.
2. To take affirmative action as deemed necessary by the membership of the Association to improve conditions for the betterment of children, families and foster/shelter adoptive systems.
3. To bring about better communications between foster parents, their agencies and the public.
4. To provide a vehicle by which foster parents and emergency shelter home parents can improve themselves and the quality of foster/shelter care in Dade County.

ARTICLE 1 - NAME

The name of the Association shall be: Foster Parent Association, North Branch, Inc., sometimes referred in these bylaws as (the "Association").

ARTICLE II - MEMBERSHIP

SECTION 1. "FOSTER PARENT" DEFINED – Amended 9/28/98

A "Foster Parent" shall be defined for purposes of these bylaws as a person licensed or recognized by a child-placing agency to care for children in a family home, non-institutional in character. (Also, to include backup person).

Membership shall be available to all foster parents, child welfare personnel and any person who is in accordance with the principles and policies of the Association and by paying annually in advance the requisite membership fees as prescribed by the Association.

Members shall have the right to vote on all matters brought to the members of the Association, and each shall receive all information and mailings about activities of the Association.

SECTION 2. DUES

Membership dues will be determined and set by the Board Members of the Association and ratified by the membership. Membership dues are \$10.00 per year.

MEMBERSHIP YEAR - Membership shall be for a period of twelve consecutive months commencing with the month of enrollment.

ARTICLE III - OFFICERS AND DUTIES – Amended 9/28/98

SECTION 1. QUALIFICATION

The elected officers of the Association shall be: President, 1st Vice President, 2nd Vice President, 3rd Vice president, Treasurer, Two (2) Recording Secretaries, Corresponding Secretary, Chaplain, Parliamentarian and Board Members. Each officer must be a member in good standing of the Association for at least thirty (30) days prior to election.

SECTION 2. DUTIES OF THE OFFICERS

Each outgoing officer must forward all records to the incoming officers at the time of installation of the new officers (i.e., if officers are elected in December and installed in January, documents will be forwarded in January).

- A. The President shall be the chief executive officer whose duties and responsibilities include:
1. Preside at regular, special or called meetings of the Board, and the general membership.
 2. Be responsible for the general management and supervision of the affairs and operation of the Association.
 3. Have the authority to appoint the chairman of all standing committees and ad hoc committees as needed by the Association.
 4. Be a member ex-officio with a vote on all the committees.
 5. With the elected Treasurer, sign all contracts on obligations authorized by the Board Members.
 6. Cast the deciding vote in the event of any tied issued at the Board Members or general membership meetings.
 7. Officially and publicly represent the Association.
 8. Perform such other such duties as provided by these bylaws or as commonly appertain to the office of president.
 9. The Past President shall agree to remain as a voting advisory member of the Board Members for a period not to exceed two years.
- B. *Presidential Vacancy or Absence*
1. In the absence of the President, the Vice President shall assume all duties of the president; where there is more than one vice president the duties shall be performed by number of rank (i.e., 1st Vice President, Second Vice President).
 2. In the event of a vacancy in the Office of President, the Vice President shall assume the office of President to fulfill the term; where there is more than one vice president the duties shall be performed by number of rank (i.e., 1st Vice President, Second Vice President).

C. *Vice President*

1. In the absence of the President, the Vice President shall assume all duties of the president; where there is more than one vice president the duties shall be performed by number of rank (i.e., 1st Vice President, Second Vice President).
2. Represent the interest of the foster parents.
3. Assist in the development and growth of the Association.
4. Perform such other duties as provided by the bylaws or as commonly appertain to the office of the Vice President.

D. *The Recording Secretaries Shall:*

1. Keep all the records of the Board Members' meetings and general membership meetings.
2. Submit to the President, and those others the President might designate, a copy of minutes taken.
3. Be prepared, on call, to inform the President of the number of members in good standing at Board Members meetings and general membership meetings.
4. Perform such other duties as provided by these bylaws or as commonly appertain to the office of the Recording Secretary.

E. *The Corresponding Secretary Shall:*

1. Compose all communications as directed by the President and/or Board Members.
2. Keep a record of all correspondence sent and received, reads incoming corresponding.
3. Perform such other duties as provided by these bylaws or as commonly appertain to the office of Corresponding Secretary.

F. *The Treasurer Shall:*

1. Sign all contracts, along with the President, on obligations authorized by the Board Members.
2. Be responsible for collecting and safeguarding all the funds of the Association.
3. Be responsible for all disbursement of funds as authorized by the Board of Directors

G. *Chaplain* - Open and closes the Board Members meetings and the general membership meetings with words of inspiration.

H. *Parliamentarian* - Controls the general flow of the meeting, such as no one speaking when someone has the floor, capable of penalizing by applying fines, if necessary (not to exceed \$1.00).

SECTION 3. ELECTION

A. The election of the officers shall take place in November. Installation of officers will be in December.

B. *Term of office.* The term of office shall be two years.

ARTICLE IV - BOARD MEMBERS – Amended 9/28/98

SECTION 1. THE AUTHORITY OF THE ASSOCIATION shall be invested in the Board Members, which shall be responsible for the management and property of the Association. The Board Members shall consist of the following members:

President, Vice Presidents (not to exceed 3), Recording Secretary, Corresponding Secretary, Treasurer, Chaplain, Parliamentarian and board members at large.

SECTION 2. STANDING COMMITTEES - The Board Members shall establish such standing committees as deemed necessary to further the goals of the Association and carry out the objectives of the Board Members in performing its duties. The standing committees of the Association shall be the Clothing Closet Committee, the Foster Parent Allegation Support Team ("FAST"), the Legislative Committee, the Education Committee, the Membership Committee, the Press and Publicity Committee and the Youth Work Committee. (Amended 9/28/98)

The duties of the Standing Committees shall be: (1) *Clothing Closet Committee* shall seek to provide free clothing for foster children and other underprivileged persons in the community. The clothing closet serves as a temporary store for needy children and families; (2) *Foster Parent Allegation Support Team* shall assist foster parents who have an allegation of abuse against them to compile documents necessary for their case, listen to their concerns and attend administrative hearings with the foster parent who has the allegation against them; (3) *Legislative Committee* shall work throughout the year to advocate for rights of foster children and for change within the system; seek to increase registration and voting; work to improve the administration of justice, keep the Association informed of all proposed legislation which affect children and families. The committee shall be nonpartisan and shall not endorse candidates for public office; (4) *Education Committee* shall study local educational conditions affecting foster children, seek to stimulate school attendance among foster children and other children with high drop out rates, keep informed of school conditions and strive to correct abuses where found and seek to reduce the number of foster children placed in exceptional education classes (EH); (5) *Membership Committee* shall work throughout the year to maintain and increase the membership of the Association; be responsible for planning and organizing the annual membership campaign, and be responsible on a continuous basis for soliciting new members and for securing renewals; (6) *Press and Publicity Committee* shall endeavor to secure publicity for the work of the Association in the local press and on radio, television and other media, attempt to interest persons in charge of local news media on conditions affecting foster children and other under-privileged children, seek to counteract derogatory and erroneous statements in local news media about foster parents, be responsible for forwarding the Foster Parent newsletter covering Association activities and important local affairs. No publicity shall be released without first being approved by the President of the Association; (7) *Youth Work Committee* shall develop and coordinate programs for teenage and adolescent foster children.

SECTION 3. MEMBERS OF THE BOARD - Shall be foster parents, child welfare personnel and other individuals concerned with the welfare of children. Amended 9/28/98

SECTION 4. DUTIES OF THE BOARD MEMBERS shall be: Amended 9/28/98

- A. To interpret and enforce the provisions of the bylaws of the Association
- B. To act as information center and research body regarding finance, developmental services funding, mental health funding, vocational rehabilitation funding, educational funding, insurance parity, and to disseminate such information to foster parents, child welfare personnel and other individuals concerned with the welfare of children.
- C. To provide a vehicle for communication among foster parents, local foster parent associations, and child welfare agencies.

- E. To cooperate with other organizations which have similar objectives in whole or in part to those of this Association.
- F. To formulate such rules and regulations as in the opinion of the Board Members are essential to the interests and objective of the Association.

SECTION 5. QUORUM

The Board Members shall have a quorum when one-half (1/2) plus one of its members are present.

ARTICLE V. - MEETINGS

SECTION 1. THE MEMBERS OF THE ASSOCIATION SHALL meet at least once monthly at such location and time as the Board Members shall determine. A sign-in roster shall be available at each meeting.

SECTION 2. NOTICE OF MEETINGS AND THE AGENDA SHALL be sent to members by the corresponding secretary by inclusion of same in monthly newsletter, when possible.

SECTION 3. All meetings shall be conducted in an orderly manner. The show of hands and recognition by the chair is recommended.

SECTION 4. EXCEPT AS OTHERWISE SPECIALLY PROVIDED BY LAW the Articles of Incorporation of these bylaws, those members of the Association who are present at the call or any meeting of the members and who are entitled pursuant to these bylaws to vote at such meetings shall constitute a quorum for the transaction of business thereat.

Except as otherwise specially provided by law, the Articles of Incorporation of these bylaws, a majority of those members and entitled to vote shall carry the question at any meetings of the members of the Association. Members of the Association shall not be permitted to vote by proxy at any meeting of the members.

ARTICLE VI - AMENDMENT

SECTION 1. THE BYLAWS OF THIS ASSOCIATION may be added to, amended or repealed, in whole or in part by a majority vote of the members present at any regular or special meeting, provided, however, that written notice of intention to add to or repeal the bylaws in whole or in part has been given each member at least 7 days prior to the scheduled meeting. Amended 9/28/98

ARTICLE VII - POLICY

SECTION I.

The Association shall be self-governing, nonprofit, nonpartisan and nonsectarian, and shall not discriminate against any person on account of sex, race, creed, religion or national origin.

SECTION 2.

The Association shall solicit and receive funds for the accomplishment and furtherance of these bylaws (utilizing the necessary disclosure, if any).

SECTION 3.

The Association shall not engage in any activities or exercise any powers that are contrary to law or to the primary purposes for this Association was formed.

SECTION 4. FISCAL YEAR

The fiscal year of the Association shall be December 31.

ARTICLE VIII. - FINANCIAL

Two signatures are required on all Foster Parent Association, North Branch, Inc. checks for the disbursement of funds. The President and the Treasurer. In the absence of the President, the Vice President shall sign; where there is more than one vice president the signature shall be affixed by number of rank (i.e., 1st Vice President, Second Vice President, etc.).

The Foster Parent Association, North Branch, Inc. shall authorize transportation and/or lodging for the President and other members to attend the State Board Meeting provided there is sufficient funds available in the Association's treasury. Additionally, the President may authorize payments of \$50.00 when the Association is not in session.

ARTICLE IX – ORGANIZATIONAL Amended 9/28/98 - Addendum

The Corporation is organized exclusively for religious, charitable, scientific, literary, educational and scientific purposes, within the meaning of Section 501(c) 3, of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X – EARNINGS Amended 9/28/98 - Addendum

No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI Amended 9/28/98 - Addendum

Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by an Corporation except from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code, or (b) by an Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue code (or corresponding section of any future Federal tax code.

ARTICLE XII Amended 9/28/98 - Addendum

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code, (i.e. charitable, educational, religious or scientific, 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 purpose.

ARTICLE XIII Amended 9/28/98 - Addendum

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).


We the undersigned Board Members of the Foster Parent Association affirm that the Articles of Incorporation have been amended and unanimously adopted by governing board of the Foster Parent Association, North Branch, Inc. on September 28, 1998. We further affirm that said Articles of Incorporation have been submitted to the State of Florida Division of Corporation for approval.

A. Kate Kemp, President
William Clark, Jr. 1st Vice President
Diane Askew, 2nd Vice President
Bernice Wimberly 3rd Vice President and Parliamentarian
Gladys Brown, Recording Secretary
Ella Brown, Corresponding Secretary
James Brown, Treasurer
Bobbie Simpkins, Chaplain
Shirley Bell, Board Member at Large
Joann Jones, Board Member at Large
Josephine Livingston, Board Member at Large
Jerry Wimberly, Board Member at Large

A. Kate Kemp
William Clark Jr.
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October 23, 1998

The following letter is an official document of the Amendments to the Articles of Incorporation of the Foster Parent Association, North Branch, Inc. The articles were amended on September 28, 1998, by its members of the Board of Directors. The Amendments to the articles were voted upon by the general body of the Foster Parent Association, North Branch, Inc. on Wednesday, October 14, 1998 at 7:30 p.m. The amendments to the articles were approved by unanimous vote by the 47 members present at the meeting. This votes cast were sufficient to approve the amendments.


A. Kate Kemp, President