

N93000001117

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

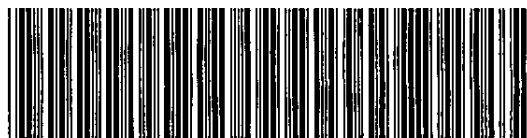
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400245321584

03/06/13--01013--006 \*\*\$5.00

FILED  
SECRETARY OF STATE  
13 MAR 11 AM 8:47

Amend  
(10) 3/11/13

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GLOBAL VILLAGE IMPACT, CORP.

DOCUMENT NUMBER: N93000001117

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

Please return all correspondence concerning this matter to the following:

Basil Phillips Sr

(Name of Contact Person)

GLOBAL VILLAGE IMPACT, CORP.

(Firm/ Company)

2131 HOLLYWOOD BLVD

(Address)

HOLLYWOOD FL 33020 US

(City/ State and Zip Code)

familycountshug@aol.com

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

For further information concerning this matter, please call:

Basil Phillips Sr

(Name of Contact Person)

at 954 501-4017

(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 &<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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 8, 2013

BASIL PHILLIPS, SR.  
GLOBAL VILLAGE IMPACT, CORP.  
2131 HOLLYWOOD BLVD  
HOLLYWOOD, FL 33020

SUBJECT: GLOBAL VILLAGE IMPACT, CORP.  
Ref. Number: N93000001117

We have received your document for GLOBAL VILLAGE IMPACT, CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

Bylaws are not filed with this office. Please retain them for your records.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 913A00005567

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
13 MAR 11 AM 8:47

GLOBAL VILLAGE IMPACT, CORP.

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

N93000001117

(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)

2131 Hollywood  
Ste. 401  
Hollywood, FL 33020

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>

Type of Action  
(Check One)

Title

Name

Address

- 1) ☒ Change  
☐ Add  
☐ Remove

VP

Nicole Butcher

2131 Hollywood Blvd  
Ste. 407  
Hollywood, FL 33020

- 2) ☒ Change  
☐ Add  
☐ Remove

T

MANITA BASSAN

2131 Hollywood Blvd  
Ste. 407  
Hollywood, FL 33020

- 3) ☒ Change  
☐ Add  
☐ Remove

S

MAUREEN NURSE

2131 Hollywood Blvd  
Ste. 407  
Hollywood, FL 33020

- 4) ☐ Change  
☒ Add  
☐ Remove

AS

DARREN BUTCHER

2131 Hollywood Blvd  
Ste. 407  
Hollywood FL 33020

- 5) ☒ Change  
☐ Add  
☐ Remove

PD Basil Phillips  
Address only

2131 Hollywood Blvd  
Ste. 407  
Hollywood, FL 33020

- 6) ☐ Change  
☐ Add  
☐ Remove

\_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

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

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

See Attached( Addendum)

ADDENDUM TO ARTICLES OF INCORPORATION

of

GLOBAL VILLAGE, IMPACT INC

A NON-PROFIT 501 (c)(3) CORPORATION

This Addendum to the Articles of Incorporation of the above-named corporation is hereby made a part of said Articles of Incorporation as follows:

**Article 1:** The place in the state where the principal office of the corporation is to be initially located is the city of Hollywood, Florida, Broward County.

**Article 2:** Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the mailing of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

**Article 3:** No part of the net earnings of the corporation shall inure to the benefit of or be distribute to its members, trustees, officers, or other private persons, except that corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of the Articles of the Incorporation. 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

**Article 4:** 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, or the 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. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are operated exclusively for such purposes.

**Section 5- Private: Foundation.** In the event that the corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) it will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) It will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) It will not retain any

---

provisions of any later federal tax laws 'c) It will not retain any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax.



## **GLOBAL VILLAGE IMPACT, INC.**

### **A NON-PROFIT 501 (C)(3) CORPORATION**

#### **ARTICLE I - OFFICES**

The principal office of the Corporation shall be located in the City of Hollywood Beach and the State of Florida. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

#### **ARTICLE II- PURPOSE**

**Section 1- Purpose.** Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any featured tax code. The specific purpose of the corporation is as follows:

1. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt.
2. A public charitable organization to rehab dilapidated properties within the community to enhance affordable housing for indigent population and to create a service to provide assistance targeted to individuals who are indigent.
3. To train indigent population by experienced individuals who are knowledgeable in the construction field, supervised by a state licensed contractor.
4. To create half-way homes and group homes for indigent individuals.
5. To create a thrift store for indigent individuals.
6. To create a prevention and intervention concept to include crime prevention and substance abused intervention.
7. To provide affordable transportation for our indigent individuals.
8. To provide a 24 hour daycare center.
9. To train, aid and counsel indigent individuals for the job market, and to provide a tutor/life coach to enhance their stability to receive a GED or equivalent, and maintain a job.
10. To provide scholarships or pursue grants for indigent individuals who are motivated to pursue scholastic degree and/or trade.
11. To start a college for ESE students to enhance their status and livelihood.

**Section 2 - No private inurement.** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth in Section 1 hereof.

**Section 3 - No lobbying.** 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation

**Section 4 - Dissolution.** 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, or the 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. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

**Section 5 - Special Meetings.** Special Meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

**Section 6 - Notice and Waiver.** Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by facsimile to each Director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any director may waive notice of any meeting, either before, at or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 7 - Chairman.** The Board may, at its discretion, elect a Chairman. At all meetings of the Board, if any and if present, shall preside. If there is no Chairman, or he or she is absent, then the President shall preside, and in his or her absence, a Chairman chosen by the directors shall preside.

**Section 8 - Quorum and Adjournments.** At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

**Section 9 - Board Action.** At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

**Section 10 - Telephone Meetings.** Directors may participate in meetings of the Board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

**Section 11 - Resignation and Removal.** Any director may resign at any time by giving written notice to another Board member, the President, or the Secretary of the Corporation. Unless otherwise specified in such written notice.

**Section 5 - Private Foundation.** In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) It will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) it will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) it will not retain any excess business holdings defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) it will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945(d) of the internal Revenue Code, or corresponding provisions of any later federal tax laws.

### ARTICLE III - MEMBERS

**Section 1 - Members.** The corporation shall have members.

**Section 2 - Membership Provisions.** If the corporation has members, the terms and conditions of membership shall be set out in an Addendum to these Bylaws.

### ARTICLE IV- BOARD OF DIRECTORS

**Section 1 - Number. Election and term of Office.** The number of the directors of the Corporation shall be three (3). This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than three (3) directors. The Board of Directors shall be elected each year. If this corporation has no members then the Board shall be elected by a majority of the votes of the then current Board. If the corporation has members then the Board shall be elected by the members at their annual meeting. Each director shall hold office until the next annual meeting, and until his successor is elected and qualified, or until his death, resignation, or removal.



**Section 2 - Vacancies.** Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

**Section 3 - Duties and Powers.** The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

**Section 4 - Annual Meetings.** Annual meeting of the Board shall be held on the 10<sup>th</sup> day of January each year unless rescheduled by the Board. The board, from time to time, may provide by resolution for the holding of other meetings by the Board, and may fix the time and place thereof.

**Section 12 - Compensation.** No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 13 - Liability.** No director shall be liable for any debt, obligation, or liability of the corporation.

## ARTICLE V OFFICERS

**Section 1 - Number, Qualification, Election and Term.** The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, as the Board may, from time to time, deem advisable. Any officer may be, but is not required to be, a director of the Corporation. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his or her election, and until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

**Section 2 - Resignation and Removal.** Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

**Section 3 - Vacancies.** A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

**Section 4 - Duties of Officers.** Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

**Section 5 - Compensation.** The officers of the Corporation shall be entitled to such compensation as the Board shall from time to time determine.

**Section 6 - Delegation of Duties.** In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or to any other Director.

**Section 7 - Shares of Other Corporations.** Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies, or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

**Section 8 - Liability.** No officer shall be liable for any debt, obligation, or liability of the corporation.

#### ARTICLE VI - COMMITTEES

**Section 1 - Committees.** The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

#### ARTICLE VII- BOOKS, RECORDS AND REPORTS

**Section 1 - Annual Report.** The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

**Section 2 - Permanent Records.** The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

**Section 3 - Inspection of Corporate Records.** If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

#### ARTICLE VIII - FISCAL YEAR

**Section 1 - Fiscal year.** The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

## ARTICLE IX - CORPORATE SEAL

**Section 1 - Seal.** The Board of Directors may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

## ARTICLE X - AMENDMENTS

**Section 1 - Articles of Incorporation.** The Articles of Incorporation may be amended by the Board of Directors unless this corporation has members, in which case they can be amended as provided by law.

**Section 2 - Bylaws.** These Bylaws may be amended by the Board of Directors.

## ARTICLE XI- INDEMNIFICATION

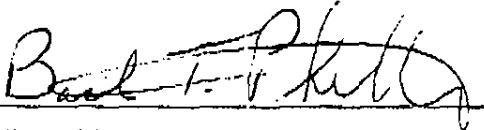
**Section 1 - Indemnification.** Any officer, director, or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

**Section 2 - Insurance.** The corporation may but is not required to obtain insurance providing for indemnification of directors, officers, and employees.

Certified to be the Bylaws of the corporation adopted by the Board of Directors on

FEB 14

FEBRUARY 18, 2013

A handwritten signature in dark ink, appearing to read "Basil T. Phillips", written over a horizontal line.

Basil T. Phillips, Director

The date of each amendment(s) adoption: 2/13/13

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

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 2/13/13  
Signature [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)

Basil Phillips Sr.  
(Typed or printed name of person signing)  
President  
(Title of person signing)