

N96000001887

October 5, 1997

Florida Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

Please find the enclosed amendment form and amended BYLAWS of the Corporation with a check in the requested amount of \$87.50. We would like to request a certified copy of this amendment.

Our address is:

MorningStar Youth Ministries, Inc.  
6886 N. 9th Ave., Suite 25  
Pensacola, Florida 32504

Phone: 850-476-0664

We would greatly appreciate the expedition of this matter as we are trying to meet a deadline with the Internal Revenue Service.

Thank you for your assistance.

Sincerely,

Virginia V. Cheney, Secretary/Treasurer  
MorningStar Youth Ministries, Inc.

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-10/08/97--01106--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
97 OCT -8 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 10/13

Amend.

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

**FILED**  
97 OCT -8 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MORNINGSTAR YOUTH MINISTRIES, INC.

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Articles being amended:

Article I. Organization

Article II. Purposes

Article III. Membership

**SECOND:** The date of adoption of the amendment(s) was: 10/5/97

**THIRD:** Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

MorningStar Youth Ministries, Inc.

Corporation Name

Carol D. Hughes, President

Signature of Chairman, Vice Chairman, President or other officer

Carol D. Hughes, President

Typed or printed name

President

Title

10/5/97

Date

## **MORNINGSTAR YOUTH MINISTRIES, INC.**

### **ARTICLE I. ORGANIZATION**

The name of this organization shall be MORNINGSTAR YOUTH MINISTRIES, INC., which will operate exclusively for religious and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue code, or corresponding section of any future federal tax code.

### **ARTICLE II. PURPOSES**

The purpose of this organization is to minister to the youth of Pensacola, with the intense purpose of bringing them to a personal decision for Jesus Christ. This organization plans to accomplish this by having weekly Bible studies, weekly fellowship/worship, and working with troubled teens. The overall outcome is to equip the youth for an outreach ministry.

### **ARTICLE III. MEMBERSHIP**

Membership in this organization shall be limited to those individuals who agree with and will follow the above stated purposes of this organization.

Any member of the Board of Directors [the "Board"] may propose the name of an individual for membership who meets the criteria set out above. A member will be admitted for membership only if two-thirds or more of the members of the Board vote that such person be selected.

Membership in this organization may be terminated by a vote of at least two-thirds of the members of the Board. Oral or written notice of the termination proceedings will be given to the member at least ten days prior to a vote at such proceeding providing the member with full opportunity to be heard at such proceeding. Written notice by U.S. mail to the last known address of the member as reflected in the corporate books will be deemed sufficient notice. The time the notice period begins to run will be from the date of mailing (postmark) or from the date oral notice is given.

A member shall not have any vested right, interest or privilege of, in or to the assets, affairs, or franchises of this corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if his or her membership ceases. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt 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 organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (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 purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization, is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of the corporation shall be managed under the direction of the Board. The Board shall consist at all times of a least three persons. The Board is granted all corporate powers as set forth in section 617.021, Florida Statutes.

The directors shall be elected at the first organizational meeting of this corporation which will constitute the first annual meeting of this corporation. The directors will serve for a period of one year, or until the next duly called annual meeting of the corporation. The initial Board will elect the first set of directors, which will require at least a two-thirds vote of the members of the initial Board. Thereafter directors will be elected by a two-thirds vote of the then serving members of the Board.

We agree that the majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services.

Any director can submit a name of a new director to be considered for election at the annual meeting.

Directors may be removed, at a meeting called expressly for that purpose, by a vote of at least two-thirds of the members of the Board. All notices of removal and rights to be heard will be in the same manner as set forth for removal of members as provided in Article III of these Bylaws.

The directors, by a two-thirds vote, shall elect the officers of the corporation. The president shall preside over the board meetings as the Chairman of the Board of this organization.

Any vacancy on the board can be filled by an affirmative vote of the remaining directors even though less than a quorum of the board remains. A director filled by vacancy shall hold office until the next annual election of directors as set forth above.

#### ARTIVLE V. OFFICERS

The officers of this corporation shall be a president, vice president, secretary, and treasurer. The same person can hold more than one office except that the person elected president shall not hold more than one office. All officers shall be elected initially at the first organizational meeting of the Board. Thereafter the officers will be elected annually by the Board at the annual meeting of the corporation. The directors, by at least a two-thirds vote, shall elect the officers of the corporation.

Vacancies in any office will be filled by the Board at a special meeting called for that purpose and such person selected will hold office until the next annual meeting. Any officer can be removed by a vote of at least two-thirds of the members of the Board at a special meeting called for that purpose. All notices of removal and rights to be heard will be in the same manner as set forth for removal of members as provided in Article III of these Bylaws.

Once elected the Chairman of the Board will also serve as the president, the Vice Chairman of the Board as the vice president, the Secretary of the Board as the secretary, and the Treasurer of the Board as the treasurer, until such time as deemed necessary for the Board's duties to become diversified and other members are available for leadership.

The duties of the officers are as follows:

The PRESIDENT shall preside at all meetings of the members, officers, and directors, He or she shall be an ex-officio member of all committees and shall perform such other duties as are necessary to conduct the daily affairs of the corporation. The president shall appoint the chairman of all committees which may be established by this organization. The president shall prepare an annual report of the organization's activities to be presented at the annual meeting.

The VICE PRESIDENT shall serve in the place of the president if the president is absent from any meeting. The vice president will assist the president in running the daily affairs of this corporation.

The SECRETARY shall keep the minutes of all meetings of the organization and shall have charge of all papers pertaining to the office. The secretary shall keep a record of the members of the Board, members of the corporation, officers, chairmen, and members of

committees, and other corporate information as needed. The secretary shall furnish a report of the action of the Board to all absent members of the Board. The secretary shall conduct and be responsible for all correspondence of the corporation.

The TREASURER shall collect and be custodian of all monies of the organization as well as all property. All funds of the corporation shall be deposited in the name of the corporation at a federally insured depository in Florida, as the Board determines is appropriate.

Each officer and committee chairman shall render a written or oral report of his or her year's work at the annual meeting.

#### ARTICLE VI. MEETINGS

This organization shall have an annual meeting at which the directors and officers are elected. The corporation can have any other meeting it desires as long as notice of such meeting is given orally or in writing at least ten days in advance to each director for a meeting of the Board or to each officer if a meeting is called for the officers of this corporation. Notice of the annual meeting shall be given to each member-director orally or in writing at least thirty days in advance of such meeting. All notices shall set forth the time, date, and place of the meeting. The place of the meeting must be in Escambia County, Florida, or in any county within 50 miles of the border of Escambia County. Any member of the Board can request a special meeting of the Board provided ten days notice is given of such meeting either orally or in writing, unless the ten day notice period is waived by the member-directors or officers. The Chairman of the Board can call an emergency meeting of the Board with one day's notice provided all members orally concur in holding such meeting and only those matters of emergency consideration can be voted on at such emergency meeting.

Any action required to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the directors, or all members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

#### ARTICLE VII. VOTING & QUORUMS

All voting shall be by voice vote. However, any vote must be held by a secret ballot if a majority of the directors so request. A member-director may vote either in person or by proxy executed in writing by the member-director or his or her duly authorized attorney in fact. Each member-director or his proxy

has one vote each on each matter that comes upon for consideration. Unless otherwise stated elsewhere in these Bylaws, all matters which are voted upon only require a majority vote to carry, except matters concerning the expenditure of funds on any one item in excess of \$500, which requires at least a two-thirds vote of the directors. In addition, the Bylaws may only be amended by a unanimous vote of the Board.

The presence of not less than two-thirds of the member-directors shall constitute a quorum at any meeting, regular or special. No voting will be effective unless a quorum is present except when vacancies in the Board are to be filled.

#### ARTICLE VIII. AMENDMENTS

These Bylaws may be amended by the Board at any annual meeting or other meeting called for purpose only by a unanimous vote of the directors, provided such proposed amendment has been submitted to the directors at least three days prior to such meeting unless notice is waived. Any member of the Board can propose an amendment to the Bylaws.

#### ARTICLE IX. NOTICES

All notices set forth as required in these Bylaws can be waived by the person entitled to such notice. Such waiver must be submitted in writing to any officer of the corporation or to the Chairman of the Board, prior to any vote on matters requiring notice.

#### ARTICLE X. ADVISORY COUNCIL

There can be created, at the direction and vote of the Board, an Advisory council which will advise the Board on matters of concern to the Board. Such advisory council members will have no voting rights or powers inherent to the corporation, but will solely lend advice to the Board. The Advisory Council, if so created, will meet at least twice a year.

#### ARTICLE XI. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the following:

MORNINGSTAR YOUTH MINISTRIES  
FLORIDA