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(City/State/Zip/Phone #)

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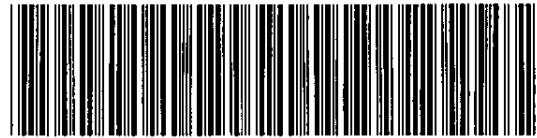
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34 DEC 10 PM 4:34
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2014 DEC 10 PM 4:45
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

DR
12/11/14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 415414 4303929

AUTHORIZATION :

COST LIMIT : \$78.75

ORDER DATE : December 10, 2014

ORDER TIME : 2:53 PM

ORDER NO. : 415414-005

CUSTOMER NO: 4303929

ARTICLES OF MERGER

OPEN HOUSE MINISTRIES, INC.

INTO

TOUCHING MIAMI WITH LOVE
MINISTRIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Touching Miami with Love Ministries, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Emilio J. Alvarez
(Contact Person)

Greenberg Traurig, P.A.
(Firm/Company)

333 Avenue of the Americas
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Emilio J. Alvarez At (305) 579-0703
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

(Not for Profit Corporations)

2814 DEC 10 PM 4:45

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---|---------------------|--|
| Touching Miami with Love Ministries, Inc. | Florida | |

Second: The name and jurisdiction of each **merging** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------------|---------------------|--|
| Open House Ministries, Inc. | Florida | |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on 11/13/2014.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
7 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 10/23/2014. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 6 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

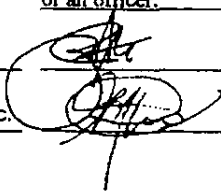
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

Open House Ministries, Inc.



Robert Ares, Board President

Touching Miami with Love Ministries, Inc.



Marlene Riesco, Board President

PLAN OF MERGER

THIS PLAN OF MERGER dated the 19th day of November, 2014, is by and between Touching Miami with Love Ministries, Inc., a Florida Not-for-Profit Corporation (the "Surviving Corporation"), and Open House Ministries, Inc., a Florida Not-for-Profit Corporation (hereinafter, the "Merging Corporation"). (all of the foregoing corporations are hereinafter sometimes referred to as the "Constituent Corporations").

BACKGROUND

THE DIRECTORS of the Surviving Corporation and the Directors of the Merging Corporation have determined that a merger of the Merging Corporation with and into Surviving Corporation (hereinafter sometimes referred to as the "Merger") has a valid business purpose, is advisable, will enhance the mission and purposes and is in the best interest of each of the Constituent Corporations. Accordingly, by resolutions duly adopted, the Board of Directors of each Constituent Corporation has approved this Plan of Merger in the manner and upon the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the laws of the State of Florida, including the Term Sheet of Conditions, in the form attached hereto as Exhibit "A", and the By-Laws of the Constituent Corporations.

NOW, THEREFORE, for and in consideration of the foregoing premises and the material promises, agreements and covenants contained herein, and for the purpose of effecting the Merger upon the terms and conditions as set forth herein, each of the Constituent Corporations, intending to be legally bound, agrees as follows:

1. Merger. On the Effective Date (as defined herein), the Merging Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving entity of the Merger and shall continue to exist and be governed by the laws of the State of Florida. The separate existence of the Merging Corporation shall thereupon cease.

2. Articles of Incorporation and By-Laws. On and after the Effective Date, the Articles of Incorporation attached hereto as Exhibit "B", and the Amended and Restated By-Laws attached hereto as Exhibit "C", of the Surviving Corporation shall be and become the Articles of Incorporation and By-Laws of the Surviving Corporation until changed in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation and applicable law.

3. Directors and Officers of the Surviving Corporation. Prior to the Effective Date, each Constituent Corporation shall elect Directors, who shall become and remain the Directors of the Surviving Corporation until their successors are duly elected. The initial Directors elected and their respective terms are set forth on Exhibit "D" attached hereto and made a part hereof. With regard to Officers, the Constituent Corporations hereby approve the slate, attached hereto as Exhibit "D" and made part hereof, to be the Officers of the Surviving Corporation on the Effective Date, who shall retain those positions until the end of their respective terms for which they were elected, subject to removal, resignation, or such other changes as may otherwise occur in accordance with the By-Laws of the Surviving Corporation and applicable law.

4. Effective Date. This Plan of Merger shall be effective on the date on which Cooperative Baptist Fellowship Global Missions shall have approved funding for the Surviving Corporation in a minimum amount of \$230,000. The date determined in accordance with the preceding sentence is referred to in this Plan of Merger as the "Effective Date."

5. State Filings. The proper Officers of the Constituent Corporations shall make and execute, under the corporate seals of the respective corporations, whatever certificates and documents are required by the State of Florida to effect the Merger and cause the same to be filed in the manner provided by law, and shall do all things whatsoever, whether within or without the State of Florida, which may be necessary and proper to effect the terms of this Plan of Merger and to otherwise accomplish the Merger.

6. Termination or Modification of Merger.

A. This Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the Effective Date, notwithstanding approval of the Plan of Merger by the members of the Surviving Corporation. In the event of such termination or abandonment, this Plan of Merger shall be void and have no effect, without any liability on the part of any of the Constituent Corporations, their members, Directors or Officers.

B. Upon the authorization of the Boards of Directors of the Constituent Corporations, at any time prior to the Effective Date, notwithstanding approval of the Plan of Merger by the members of a Constituent Corporation, this Plan of Merger may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the State of Florida.

7. Further Assurances: This paragraph shall apply at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merging Corporation acquired, or to be acquired, by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger. In such case, the proper Officers and Directors of the Merging Corporation shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper Officers and Directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

8. Representations, Covenants, and Warranties. Each Constituent Corporation hereby represents and warrants to the other that (i) except as set forth in the financial statements and related disclosures previously delivered by each Constituent Corporation to the other, such Constituent Corporation has no material liabilities of any nature, whether accrued, absolute,

contingent, liquidated or un-liquidated, matured or un-matured, or otherwise, including under any environmental law, rule or regulation and (ii) such Constituent Corporation holds all material permits, license, franchises and approvals necessary to own its assets and operate a non-profit corporation consistent with past practice, its By-Laws and applicable law. Except as limited herein, pending consummation of the Merger, the Constituent Corporations agree to carry on their respective operations in substantially the same manner as prior to this agreement. Except as has previously been disclosed or with the prior consent in writing of the Surviving Corporation, from the date of this Plan of Merger through the effective date of the Merger, the Merging Corporation shall not create or issue any indebtedness for borrowed money or enter into any transaction, except in the ordinary course of its operations.

9. Counterparts. For the convenience of the parties and to facilitate any filing and recording of this Plan of Merger, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of the agreement but all of which, together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be duly signed by an authorized Officer on the date first written above.

TOUCHING MIAMI WITH LOVE
MINISTRIES, INC.

By: [Signature] Board President

By: [Signature]

Attest: [Signature]

OPEN HOUSE MINISTRIES, INC.

By: [Signature] Board President

By: [Signature] Board Treasurer

Attest: [Signature]

EXHIBIT A

TERM SHEET OF CONDITIONS

**Proposed Merger of
TOUCHING MIAMI WITH LOVE MINISTRIES, INC. ("TML") and
OPEN HOUSE MINISTRIES, INC. ("OHM")**

- I. **Date of Merger.** On or before December 31, 2014.
- II. **Surviving Entity.** The surviving Corporation of the merger will be TML.
- III. **Name of New Organization.** The name of the surviving Corporation will be "Touching Miami with Love Ministries". After the merger, the surviving Corporation will file a fictitious name application to do business as "Open House Ministries" and "OHM".
- IV. **Governance.**
 - A. Volunteer Board of Directors.
 1. Maximum of 23 members, to be determined by the Board.
 2. The initial Board of Directors is to be comprised of all Directors of TML and OHM.
 3. Board Members may serve a maximum of two (2) consecutive three-year terms. Board members will serve staggered terms.
 4. In accordance with the surviving Corporation's By-Laws, Board Members are to be elected by the Board of Directors at the annual meeting of the Board.
 - B. Standing Committees of the Board of Directors.

The initial standing committees of the Board of Directors (Executive, Resource and Board Development, and Program and Policy) will be comprised of Directors from each of the merging Corporations.
 - C. The By-Laws of the TML will be the By-Laws of the surviving Corporation, as amended by these terms.
- V. **Officers and Staff.**
 - A. The Executive Director of the surviving Corporation will be Jason Pittman, who currently holds such position for TML.
 - B. Senior management staff will be appointed by the Executive Director, with the approval of the Board.

C. Full-time staff reduction will not be necessary following the merger.

D. A unified personnel policy will be adopted by the Board of Directors of the surviving Corporation.

E. Contracts for senior management staff will be executed and remain in effect. Employee benefits, including but not limited to, medical plans for the staff will be blended after the merger.

VI. **Endowment Funds.**

All endowment funds held by TML and OHM will be transferred to the surviving Corporation's endowment fund and used as the surviving Corporation determines appropriate subject to existing restrictions.

It is a condition to the merger that Cooperative Baptist Fellowship Global Missions shall have approved the merged funding of OHM and TML in a minimum amount of \$230,000.

VII. **Schedule.**

October 23, 2014 - Board of Directors meet to discuss Term Sheet of Conditions

October 30, 2014 - Board of Directors vote on Merger; Documents executed

EXHIBIT B

**ARTICLES OF INCORPORATION OF
TOUCHING MIAMI WITH LOVE MINISTRIES, INC.**

We, the undersigned, do hereby make, subscribe, acknowledge and file with the Secretary of State of Florida under the Florida Statutes, Chapter 617, these Articles of Incorporation for the purpose of forming a corporation, not for profit, under the laws of the State of Florida.

ARTICLE ONE

Name. The name of the corporation shall be:

TOUCHING MIAMI WITH LOVE MINISTRIES, INC.

ARTICLE TWO

Address. The address of the principal office and the mailing address of this corporation shall be: 46 NE 6th Street, Miami, FL 33132.

ARTICLE THREE

Duration. The duration of the corporation is perpetual.

ARTICLE FOUR

Purpose. Touching Miami With Love Ministries, Inc. (TML) is an inner-city ministry expressing Christ-like love to transform people and their communities. TML embraces and empowers the poor, disadvantaged and isolated by partnering with others and mobilizing resources.

ARTICLE FIVE

Board of Directors. The corporation shall be managed by a Board of Directors. The method of election of the members of the Board of Directors, shall be as provided for in the corporate bylaws.

ARTICLE SIX

Principal Office and Initial Registered Office and Agent. The street address and mailing address of the principal office shall be: 46 NE 6th Street, Miami, FL 33132. The initial registered office of the corporation is 46 NE 6th Street, Miami, FL 33132, and the name of its initial registered agent at that address is LARRY WYNN.

ARTICLE SEVEN

Incorporators. The names and addresses of the incorporators of this corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| Patrick R. Anderson | 820 McDonald Street Lakeland, FL 33801 |
| Jenisu Ansley | 1125 SW 100 Court Miami, FL 33174 |
| H. Keith Blakley | 500 NE First Street Miami, FL 33132 |
| Evelyn P. Evans | 515 Caligula Coral Gables, FL 33146 |
| Adalberto Fernandez | 5343 SW 91st Avenue Miami, FL 33165 |
| Charles E. Gryder | 5660 Pinetree Drive Miami Beach, FL 33140 |
| Isabel D. St.-Gaudens | 5945 SW 85th Avenue Miami, FL 33143 |
| Charles Horton | 1914 Edgewater Drive Orlando, FL 32804 |
| Len Turner | 1410 East Indian Head Drive Tallahassee, FL 32301 |
| Laquita V. Wynn | 46 NE 6th Street Miami, FL 33132 |
| Larry R. Wynn | 46 NE 6th Street Miami, FL 33132 |

ARTICLE EIGHT

Limitation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 Article Four hereof.

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 of 1986, 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 so disposed

of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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 NINE

Bylaws. The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by a two-thirds vote of that Board. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern.

ARTICLE TEN

Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the Florida Statutes.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated on this ____ day of _____, 1998.

Jenisu Ansley, Incorporator

H. Keith Blakley, Incorporator

Evelyn P. Evans, Incorporator

Adalberto Fernandez, Incorporator

Charles E. Gryder, Incorporator

Isabel D. St.-Gaudens, Incorporator

Laquita V. Wynn, Incorporator

Larry R. Wynn, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

The forgoing Articles of Incorporation were acknowledged before me by JENISU ANSLEY, H. KEITH BLAKLEY, EVELYN P. EVANS, ADALBERTO FERNANDEZ, CHARLES E. GRyder, ISABEL D. ST.-GAUDENS, LAQUITA V. WYNN AND LARRY R. WYNN, who are personally known to me, or have provided Florida Driver's Licenses as identification.

WITNESS my hand and official seal this ____ day of _____, 1998.

(SEAL)

Notary Public

EXHIBIT C

**AMENDED AND RESTATED BY-LAWS OF
TOUCHING MIAMI WITH LOVE MINISTRIES, INC.**

Article I - Guiding Principles

Touching Miami With Love Ministries, Inc. will be guided by and live within the spirit of the Partnership Agreement between Cooperative Baptist Fellowship of Florida, Cooperative Baptist Fellowship Global Missions, and Touching Miami with Love.

The Corporation shall conduct its affairs for religious, charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provisions.

These By-Laws shall provide operating guidelines for the Corporation. The Corporation will operate under the fictitious names "TML," "Open House Ministries" and "OHM".

Article II - Purposes

The Corporation is an ecumenically inclusive ministry seeking support and volunteers from the Christian community. We will also seek financial support from private foundations and government grants as long as such support does not prevent adherence to the core commitment of the Corporation's mission statement.

The Corporation may conduct its ministries at locations within its principal target area, Downtown Miami and Overtown (north 4th Street to the south, north 22nd Street to the north, NW. 7th Avenue to the west and Biscayne Bay to the east, and at locations outside this target area if consistent with the purpose of the Corporation.

Article III - Board of Directors

A. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. All voting rights shall be vested solely in the Directors of the Corporation. The Board of Directors shall formulate and determine general policies as shall be deemed necessary for the administration and development of the Corporation. The affairs and business of the Corporation shall be managed and its corporate powers exercised by said Board of Directors. The Directors shall in all cases act as a Board regularly convened by a majority vote of those present in person unless otherwise provided in these By-Laws, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, not inconsistent with these By-Laws, the Articles of Incorporation and applicable local, state, or federal laws.

No Director, or other person, shall act in the name of the Corporation without the prior approval of the Board or the majority vote of the Executive Committee.

B. Members of the Board of Directors. The Board shall consist of up to twenty-three (23) members.

C. Election of Directors. Directors shall hold office for three years, or until their successors are elected. Terms shall be staggered so that, as nearly as possible, an equal number of terms expire each year. At the Board meeting prior to the Annual Meeting, the Board of Directors or, if constituted, the Nominating Committee shall review all potential Directors and shall present, in writing, a slate of Directors to be voted upon at the next Annual Meeting of the Board of Directors. Election of Directors shall take place at the Annual Meeting of the Board of Directors.

Directors may be nominated to a second three-year term.

After a second term, a Director may be nominated for a third term if such Director's continued service is deemed critical for maintaining continuity, leadership positions, or directly related to assisting in accomplishing the Corporation's mission.

Each Board term shall run from February 1 to January 31 of the following year.

D. Vacancies, Removal of Directors. Except as may otherwise be provided by law, any Director may be removed, with or without cause, by a vote of two-thirds of the members of the Board of Directors present at time of such vote. Directors may also resign at any time by giving written notice to the Board of Directors. Any such resignation shall be effective upon submission or at the time specified in the notice of resignation. Vacancies in the Board of Directors shall be filled by a majority vote of the Board of Directors at such time as the Executive Committee deems appropriate. Any Director appointed pursuant to the provisions hereof may serve as a Director for the remainder of the vacant Director's term. Such members shall be eligible to serve for two additional three-year terms.

E. Attendance. In the event any member of the Board of Directors misses three consecutive or more than half of the regularly scheduled Board meetings in any one-year period, then the removal of that Director shall be considered at the next regularly scheduled Board meeting. The Board member in question shall be contacted personally or notified by letter that such action is being taken.

F. Meetings

1. **Regular Meetings.** The Board of Directors shall meet at least quarterly. The meeting time and dates will be set by the Directors at their Annual Meeting. Notice of Regular Meetings will be given to each Director by mail, facsimile or e-mail at least ten (10) working days prior to the Regular Meeting.

2. **Annual Meeting.** An Annual Meeting of the Board of Directors shall be held once a year at such meeting place and time as the Directors shall designate. All Directors shall receive written notice of the Annual Meeting at least fifteen (15) days prior to the Annual Meeting. Such notice shall state it is for the purpose of electing Directors and Officers, receiving reports, and transacting business presented to it as necessary.

3. **Special Meetings.** Special meetings of the Board of Directors may be convened by the President or upon written request by two (2) or more Directors. Notice of any Special Meeting of the Board of Directors shall be given at least three (3) days prior to the meeting by mail, facsimile, or e-mail to each Director at his or her address as shown on the records of the Corporation.

4. **Conference Telephone Meetings.** One or more Directors may participate in a meeting of the Board, or a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such a meeting.

G. **Quorum.** A majority of the Board of Directors will constitute a quorum, and a quorum is required at any meeting requiring voting.

H. **Conflict of Interest.** Any related-party transaction shall be completely disclosed at the Board level for its ratification. The related parties shall announce at a regularly scheduled Board meeting his or her entire relationship(s) and/or benefit(s) to be derived from the proposed transaction. The related Director or related party must abstain from any and all discussion and voting of the said transaction.

Article IV - Executive Committee

A. There shall be an Executive Committee of the Board of Directors consisting of the President, Vice President, Secretary, Treasurer and the Chairs of the Standing Committees. The Executive Committee shall be selected from Board members and elected to a one-year term. A Board member may be selected for the same position for a second one-year term. Board members may be selected for more than one position during their tenure on the Board.

B. The Executive Committee shall be nominated by members of the Board of Directors and elected at the Annual Meeting of the Board of Directors.

C. Vacancies may be filled at any meeting of the Board of Directors.

D. Any Executive Committee member may be removed by vote of a majority of the Board of Directors.

E. The Executive Committee shall manage the business and affairs of the Corporation between the meetings of the Board of Directors when, in the opinion of the Executive Committee, a Special Meeting of the Board is not necessary or when a meeting of the Board cannot be held within the time constraints required. A majority of the members of the Executive Committee shall constitute a quorum of any meeting for the transaction of business and of any action of a majority of such a quorum shall be binding.

F. The Executive Committee shall meet as called by the President or the Executive Director.

G. The Executive Committee shall subsequently report to the Board of Directors on all actions taken. The Executive Committee may name a Nominating Committee and other Standing Committees as needed.

Article V - Officers

A. The officers of the Corporation shall be the officers of the Board of Directors, who are the President, Vice President, Secretary and Treasurer.

B. The President shall preside at all meetings. In the absence of the President, the Vice-President shall preside. If neither the President nor Vice President is present, the presiding officer for such meeting shall be appointed by the Board members present, provided that they constitute a quorum. The President shall execute any written instrument on behalf of the Corporation, except in cases where the execution thereof shall be expressly delegated by the Board, these By-Laws or by statute to some other officer or agent of the Corporation. The President shall serve as an ex-officio member of all Standing Committees. The President shall directly supervise the Executive Director of the Corporation through quarterly reporting.

C. The Vice President, in the absence, disability or disqualification of the President, shall perform all the duties of the President. He or she shall also perform such other duties as may be prescribed from time to time by the Directors or by the President.

D. The Secretary shall ensure that accurate records are kept of the minutes of meetings of the Board, see that all notices are duly given in accordance with the provisions of these By-Laws or as is required by law, be custodian of the corporate records and the seal of the Corporation and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to such officer by the President or by the Board of Directors.

E. The Treasurer shall be responsible, under the direction of the Board, for the handling of the funds of the Corporation, receipts of monies due or given to it, the making of disbursements of funds in accordance with the orders and directions of the Board, and the keeping of, or having kept, an accurate record of all property, receipts, and disbursements, which shall be submitted at each meeting of the Board, and which shall be subject to examination at any reasonable time upon request by any Director. The books of account shall be compiled annually with the expense incurred defrayed by the Corporation. Any person having authority to make disbursements shall be covered by a surety bond purchased by the Corporation.

Article VI - Executive Director

A. The Board of Directors shall select and retain an Executive Director. In the absence of the Executive Director, the Board of Directors shall appoint from among themselves a search committee, who shall solicit resumes, interview candidates and bring to the full Board a recommendation for the Executive Director. The Executive Director shall be hired upon approval of two-thirds of the members of the Board of Directors.

B. The Executive Director shall:

1. be responsible for carrying out the program of the Corporation under the policies, directives and guidelines established by the Board,
2. be the liaison between the Board and Standing Committees and the staff and employees of the Corporation, and
3. be a resource for all Standing Committees of the Corporation.

The Executive Director shall attend all meetings of the Board of Directors and provide information and reports about the Corporation, but shall not have a vote at such meetings.

- C. The Executive Director shall report to the Board of Directors.

Article VII - Ad Hoc Committees

The President of the Board of Directors may establish a committee to perform a special function of limited duration for the Board of Directors. Such a committee shall perform its duties with dispatch and provide written reports to the Board of Directors at regular intervals.

Article VIII - Financial Procedures

- A. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as designated by the Board of Directors.

B. The Board of Directors may authorize any officer or agent of the Corporation, in addition to officers authorized in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

- C. All checks, drafts or orders for payment of funds shall be signed by such person or persons as the Board of Directors shall designate. Any person having authority to make disbursements shall be covered by a surety bond purchased by the Corporation.

- D. The fiscal year of the Corporation shall begin on July 1.

E. The Corporation shall keep correct and complete books and records of accounts, shall keep minutes of the proceedings of its meetings, and shall keep a record giving the name, address, email, and facsimile number of the members entitled to vote. All books and records of the Corporation may be inspected by any Director or his or her agent or the general public for any proper purpose at any reasonable time.

- F. The Corporation may require an annual audit, which will be paid for by the Corporation.

Article IX - Indemnification

The Corporation shall have the power to indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

Article X - Rules


The Corporation shall use Roberts Rules of Order 10th Edition, New Revised, as its parliamentary guide and shall govern in accordance with its procedures to the extent such procedures are not inconsistent with these By-Laws of applicable law.

Article XI - Amendments to By-Laws

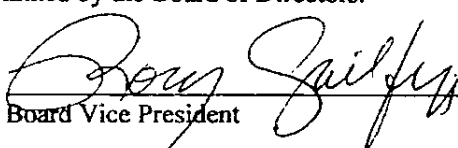
These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by vote of two-thirds of the members of the Directors present at any properly constituted meeting of the Board of Directors. At least fifteen (15) days' prior written notice shall be given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

Article XII - Nondiscrimination

The, Officers, Directors, committee members, employees and agents of the Corporation shall be selected on a non-discriminatory basis and without regard to age, sex, race, handicap or national origin, guided by Christian love, as determined by the Board of Directors.




Board President



Board Vice President



Board Secretary



Board Treasurer

EXHIBIT D

November 19, 2014

I. Individuals to Serve on the Board of Directors of the Surviving Corporation:

| | <u>From Resigning Corporation</u> | <u>From the Surviving Corporation</u> |
|---|--|---|
| 1. First Term Expiring January 31, 2015 | Julie Romero | |
| 2. First Term Expiring January 31, 2016 | Renato Santos Kevin Moore Robert Ayers | Brian Tschirhart Betty Vair Diane Landsberg Jarred Mathews Evette Alexander |
| 3. First Term Expiring January 31, 2017 | Maria Avila Bob Searl Hilda Irigoyen | Marlene Riesco Megan Tice Keas Keasler Emilio Alvarez Rosemary Guilfoyle Che Scott |

II. Individuals to Serve as Officers of the Surviving Corporation:

| | |
|----------------|--------------------|
| President | Marlene Riesco |
| Vice President | Rosemary Guilfoyle |
| Treasurer | Robert Ayers |
| Secretary | Brian Tschirhart |