

FLC Cooperation
Employer Identification Number: 47-2925820

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Request for Miscellaneous

Determination OMB No. 1545-2211

**Under Section 507, 509(a), 4940, 4942, 4945, and 6033 of the Internal Revenue Code
(Exemption from Form 990 filing requirements)**

- ONE:** This corporation is organized and operated exclusively for educational and charitable purposes within the section 501 (c) (3) of the Internal Revenue Code.
- TWO:** Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.
- THREE:** The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or the benefit of any private person.
- FOUR:** On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non- profit fund, foundation, or corporation operated exclusively for Educational and Charitable purposes under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to Church or the federal government, or to a State or Local Government for a disposed of by the Court of the county in which the principal office of the organization is located, exclusive for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

SUMMARY: This document contains final regulations that exempt certain integrated auxiliaries of churches from filing information returns. These regulations incorporate the rules of Rev. Proc. 86-23 (1986-1 C.B. 564). And, 8940 Miscellaneous Determination Exemption from Form 990 filing requirements

This Corporation is a Non-Profit Public Benefit Corporation. As an integrated auxiliary of Faith Life Christian Church. The program (s) and Supportive services will consist of but shall not be limited to: Educational and Charitable purposes with 990's exempt filing ruling from the IRS as defined/ Pursuant to:

Pursuant to: Publication 557 (Rev. January 2023) Cat. No. 46573C Tax-Exempt Status for Your Organization pages 11 #2 and #6 and page 30.

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This document contains final regulations that exempt certain integrated auxiliaries of churches from filing information returns. These regulations incorporate the rules of Rev. Proc. 86-23 (1986-1 C.B. 564), into the regulations defining integrated auxiliary for purposes of determining what entities must file information returns. The new definition focuses on the sources of an organization's financial support in addition to the nature of the organization's activities.

(h) Integrated auxiliary— (1) In general. For purposes of this title, the term integrated auxiliary of a church means an organization that is—

(i) Described both in sections 501 (c)(3) and 509(a)(1), (2), or (3);

The name of the corporation from the Certificate of Formation/Articles of Incorporation is FLC COOPERATION., a 501 (c)(3) 509(a)(1) public charity incorporated in State of South Carolina being an integrated auxiliary of the church;

1. **FLC COOPERATION.**, is an integrated auxiliary Faith Life Christian Church., since its formation.
2. The Church provides 95% financial support in addition to control all activities.
3. The President of FLC COOPERATION., is the overseer of Faith Life Christian Church., which house FLC COOPERATION., its integrated auxiliary in the Church.

Internally supported.

- a). FLC COOPERATION, is a mission society called the Ministries of Social Welfare & Economic Development, for youth groups at high risk, normally receives more than 95 percent of its support from the Church.
- b). The Church. Provides 95% financial support in addition to control all activities (i.e.: Ministries; Youth Programs, Homeless programs, Day Care, Food Bank, Clothing, and other Outreach Ministries).

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NARRATIVE

1. FLC Cooperation., is seeking a 990's exempt filing ruling from the IRS as an Integrated Auxiliary Organization of Faith Life Christian Church., (Church) not requiring to file 990's.

The activities will consist of but not limited to: Engage in Sacerdotal functions; Spiritual & Economic Guidance

FLC Cooperation., as a mission society of the Church has made plan for the future and now at this present time working on new program to bring into the ministry. Our goal is to help the community outreach to provide Spiritual & Economic Guidance care, to those who need it. Our plan now and future is to bring change into the lives of people, we hold classes and conferences to provide training tools to help workshop training secession to equipped and provide knowledge and educate. Programs to help their wellbeing living statues. FLC Cooperation., have in the pass assist helping for unfortunate families to meet the needs for their families. FLC Cooperation., have a team, this team prepare for thanksgiving Christmas and crisis in need. FLC Cooperation, come together and ask for sponsor and donation to help provide for children for winter by providing coats gloves hats, FLC Cooperation., also have given in the pass to schools by providing them with supplies to elementary children tablets, pencils, crayon, coats. Our future plan is to help the children needs spiritual socially economically who don't have the proper means for clothing to keep warm for the winter and, also, we want to make sure every family have a hot meal a day. FLC Cooperation., Outreach have provided for tornado victims and storm victims, help women who are homeless. By seek provision to assist them and help get them off the streets, shelter and home for young women's who have children and who are abandoned. Our plan is to train volunteer and minister to help us carry out this assignment.

2. FLC Cooperation., to have with assisting with basic necessity in time of trouble, by clothing, shelter, our ministry team goes into the hospital to bring comfort to families, also in crisis with funerals, tornadoes, storms lost homes, FLC Cooperation., provide prayer and councils too many who lost

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love ones. In the future FLC Cooperation., will have a team establish to help to clean up when devastation hit an area. Helping families put their lives back on the path to help with positive outlook with necessity needs and with transportation by helping them getting from place to place.

3. FLC Cooperation., will provide qualified team of leaders, to help councils and build lives back to its original place, by sharing loving giving kindness whatever our hands can do The American Academy for Young Professionals will do its best to meet the needs of others.

Faith Life Christian Church., Formal code of doctrine and discipline

Faith Life Christian Church., exist as a ministry to help people follow God, and to know and learn divine purpose. The church doctrine is clear and concise to do that which is right standard for Ministry. If any of our team or administrators or ministers choose to ignore that doctrine, they can be removed from membership the church believe in Integrity moral ethical according to biblical principles.

Faith Life Christian Church, a distinct religious history

The Apostolic/Nondenominational has been in recognized existence in history apostolic been going since the book of acts in the bible.

Organization's religious hierarchy or ecclesiastical government. The church hierarchy is Apostle, Bishop, Pastors, Teachers, Prophets Evangelist, Missionary, Administrators, Board directors and Minister who serve in various areas where they hold expertise.

Written creed, statement of faith, or summary or belief

Written Creed Apostle's Creed

1. The Church believes in God the Father Almighty Creator of Heaven and Earth.
2. The Church believes in Jesus Christ his only son, our Lord.
3. He was conceived by the power of the Holy Spirit and born of a Virgin Mary.

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4. Under Pontius Pilate He was crucified, died and was buried.
5. He descended to the dead, on the third day rose again.
6. He ascended into heaven and is seated on the right hand of the Father.
7. He will come again and to Judge the dead and the living.
8. The church believes in the Holy Spirit, and the Forgiveness of sins through Jesus Christ.
9. The Resurrection power of Jesus Christ which is which was and is to come and the life of everlasting Amen.

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Public Benefit Corporation

ARTICLE 1.
Officers

SECTION 1. Principal Office

The principal office of the corporation for the transaction of its business is located at the address found on page one (1) the Articles of Incorporation.

SECTION 2. Change of Address

The county/parish of the corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county/parish by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these By-Laws.

SECTION 3. Other Offices

The corporation may also have offices at such other places, within or without the State, where it is qualified to do business, as its business may require and as the board of directors may from time to time, designate.

ARTICLE II.
Purposes

The primary objectives and purposes of this corporation shall be for, public, religious and charitable purposes meaning of Section 501 (c) (3) of the Internal Revenue Code. The corporation purposes are outlined within the Articles of Incorporation Page one (1) Number Two (2).

ARTICLE III.
DIRECTORS

Section 1. Number

The corporation shall have directors and collectively they shall be known as the board of directors. The number may be changed by resolution of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. Powers

Subject to the provisions of the STATE Corporation Law and any limitations in the

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Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all powers shall be exercised by or under the direction of the board of directors.

SECTION 3. Duties

- (a) Perform any and all duties imposed on them collectively or individually by-law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint, remove, employ, and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws:
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notice thereof.

SECTION 4. Terms of Office

Each Director shall hold office until the next annual meeting for election of the board of directors as specified in these Bylaws, and until his or her successor is elected and qualified.

SECTION 5. Compensation

Directors shall serve without compensation except that they shall be allowed reasonable Advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Articles.

SECTION 6. Non-Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, all persons serving on the board may be interested persons.

SECTION 7. Place of Meeting

Meetings shall be held at the principal office of the corporation, virtual, phone or by mail unless otherwise provided by the board or such place within or without the State of which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of corporation shall be valid only if held on the written consent of all directors given either before or

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after the meeting and filed with the secretary of the corporation after all board members have been given written notice of the board. Any meeting regular or special may be held by conference telephone or similar communications equipment, as long as all directors participating in such meeting can hear one another.

SECTION 8. Regular and Annual Meeting

Regular meetings of Directors shall be held at the discretion of the Chairperson of the board. The annual meeting of the directors will be held at the discretion of the Chairperson of the Board, the board of directors in accordance with this section shall elect directors. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors shall be elected. Each director shall cast one vote, with voting being ballot only.

SECTION 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice-president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the state of, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. Notice of Meetings

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail, or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telephone, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notices of the time and place of holding and adjourned meeting need not be given to the corporation. Notice of the time and place of holding an adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meetings to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. Contents of Notice

Notice of meeting not herein dispensed with shall specify the place, day, and hour of meetings. The purpose of any board meeting need not be specified in the notice.

SECTION 12. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the board however called and noticed or where held, are as valid as though the meeting had been duly held after proper call and notice,

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provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. Quorum for Meeting

A quorum shall consist of 3 directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meetings at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meetings is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. Majority Action as Board Action

Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the Non-profit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material, financial interest and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice-president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meetings. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall

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appoint another person to act as secretary of the meeting. Meetings shall be governed by Roberts Rules of order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or 3 contents shall be filed with the minutes of the proceedings of the board.

Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Bylaws of this corporation authorizes the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. Vacancies

Vacancies of the board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board, or if the number of directors, then in office is less than quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this article of the Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the board of directors, office.

SECTION 18. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. Insurance For Corporate Agents

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating the provisions of the law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent such liability under the provisions of the Nonprofit Corporation Law.

ARTICLE IV. Officers

SECTION 1. Number of Officers

The officers of the corporation shall be a president, vice-president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may have also, as determined by the board of directors, a chairperson of the board, one or more vice-presidents, assistant secretaries, assistant treasurers, or other officers.

Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

SECTION 2. Qualification, Election, And Term of Office

Any person may serve as officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. Subordinate Officers

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

SECTION 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

SECTION 5. Vacancies

Any vacancy caused by death, resignation, removal, disqualifications, or otherwise of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise, expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 7. Duties of Vice-President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice-president shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors.

SECTION 8. Duties of Secretary

The secretary shall: Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and if applicable, meetings of the committees of directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meetings, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation, a membership book containing the name and address of each and any members, and, in the case where any membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or from time to time by the board of directors.

SECTION 9. Duties of Treasurer

Subject to the provisions of these Bylaws, relating to the "Execution of Instruments, Deposits Funds," the treasurer shall.

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these

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Bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officers shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V. Committees

SECTION 1. Executive Committee

The board of directors may, by a majority vote of directors, designate one (1) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee and delegate to such committee any of the powers of authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the board of directors.
- (b) The filing of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repeal able.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporation funds to support a nominee for director after there is more people nominated for director than can be elected.

SECTION 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the board of directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution by the board directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

ARTICLE VI.

Execution of Instruments, Deposits, and Funds

SECTION 1. Execution of Instruments

The board of directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power of authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

SECTION 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, request, or devise for the charitable or public purposes of this corporation.

ARTICLE VII.

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Corporate Records, Reports, and Seal

SECTION 1. Maintenance of Corporate Records

The corporation shall keep at its principal office in their state:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meeting of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. Corporate Seal

The board of directors may adopt, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Director's Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. Right to Copy and Make Extracts

Any inspection under the provision of this article may be made in person or by agent or attorney and the right to inspecting includes the right to copy and make extracts.

SECTION 5. Annual Report

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, and if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

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- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 7 of this article. The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 6. Terms of Office

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these Bylaws, and until his or her successor is elected and qualified.

If this corporation has members, then, if this corporation receives twenty-five thousand dollars (\$25,000.00), or more in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this section relating to the annual report.

SECTION 7. Annual Statement of Specific Transactions

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following has a direct or indirect material financial interest.
- (b) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest)
- (c) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

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The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty-thousand dollars (\$50,000.00) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty-thousand dollars (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to the: Nonprofit Corporation Law.

Any statement required by this section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is partner, only the interest of the partnership need be stated. If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this article, then such annual report shall include the information required by this section.

ARTICLE VIII.

Fiscal Year

SECTION 1. Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on January 1 of each year and shall end on December 31 in each year.

ARTICLE IX.

Amendment of Bylaws

SECTION 1. Amendment

Subject to any provisions of law applicable to the amendment of Bylaws to benefit the nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the Bylaw amendment would materially and adversely affect the rights of members, in any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to a variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph of this section or

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(b) By approval of the members, if any, of this corporation.

**ARTICLE X.
Amendment of Articles**

SECTION 1. Certain Amendments

Notwithstanding the above sections of this article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation and of the names and addresses of the first directors of this corporation nor the names and addresses of its initial agent, except to correct an error in such statement or to declare either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the Non-Profit Corporation Law.

**ARTICLE XI.
Prohibition Against Sharing Corporate Profits and Assets**

SECTION 1. Prohibition Against Sharing Corporate Profits and Assets

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws is fixed by resolution of the board of directors, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**ARTICLE XII.
Members
Determination of Members**

If this corporation makes no provision for members, then pursuant to the Nonprofit Corporation Law of the state of, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, required approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

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ARTICLE XIII.

Approval of Initial By-Laws

The initial directors of this corporation met with all directors present, to vote all provision(s) hereby state in these By-Laws and voted all in favor and none against these By-Laws.

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Proposed Elderly and Handicap Program

BRIEF ORGANIZATION DESCRIPTION:

FLC Cooperation., is proposed community base facility that was birthed from a desire to assist the elderly and handicap with their daily living task. The facility will address those caregivers who work and only need assistance for their loved ones during the business hours which they work as well as for caregivers who are looking for a more permanent 24/7 placement for their loved one in a smaller more intimate family type setting.

This facility specializes in one-on-one personal care whether the client is there from 8 to 5 or 24/7. We offer Physical therapy in the form of exercise, medication management, cognitive stimulation in the form of games, cards, checkers, etc. Three meals per day planned by a certified nutritionist assistance with bathing, dressing, grooming, hair care needs, and Spiritual stimulation, housekeeping and laundry services are all a part of the day-to-day ways in which we serve our clients.

Our future goal for FLC Cooperation., is to add a wing called “The Sixty Plus Social Center” that will accommodate free of charge, those seniors who just want to come together in a localized place and have coffee and a breakfast Danish as they sit around and socialize with one another, read the paper and still feel a part of the community.

This program’s role in the County Continuum of Care is that of an Assist Living housing provider dedicated to specifically serving elderly and

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handicap. Primary prevention and early intervention can help elderly and handicap s increase coping skills and to emulate healthy behavioral patterns instead of negative ones. This program endeavors to lower the incidence of emotional disorders offering a balanced development which stimulates each elderly and handicap person intellectual curiosity and the desire for lifelong learning. It also encourages self-esteem and confidence by recognizing the unique potential and worth of each elderly and handicap person by reducing stress and promoting conditions that increase confidence and coping skills.

PROJECT VALUES AND PRINCIPLES:

We value each individual as the cornerstone of a successful and productive community. The proper growth and development of elderly and handicap person within the family structure is a proven asset to any community.

Objectives

- Provide safe and affordable housing.
- Develop an individualized service goal / success plan for each elderly and handicap person.
- Provide educational and case management services
- Improve stability
- Assist each resident to secure and achieve self-sufficiency

Admissions Criteria

- Must be an eligible elderly and handicap over the age of 18
- Must be drug and alcohol free for 30 days
- Must be willing to follow and abide by all program rules and service planning

Length of stay in program

Each resident will stay in program without limitation.

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Educational Enhancement and Economic Opportunity

- Employment assistance
- Life skills training: basic home management, budget counseling and self-care skills
- Case management: service plan development, referrals, coordination and advocacy to appropriate agencies to address needs
- Housing counseling and referral plus continued follow up.

Additional Supportive Services from Elderly and handicap person Partners

- Medical treatment and medication monitoring
- Substance abuse treatment / counseling
- Mental health treatment / counseling
- Benefit entitlement: VA benefits and VA pension

Building(s) Features

- Fire alarm system / smoke detectors
- All doors locked with entry code system
- Free operated laundry
- Community recreational room area
- 24-hour supervision
- Completely furnished

- Living / dining room area
- Community shower, bath tubs and restroom
- Central air conditioning
- Electric heat
- Smoke detectors
- Cable TV jacks

Post Prevention:

To provide the community with a resource of effective family strengthening that encompass a holistic approach to elderly and handicap s, to improve the

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level of self-esteem.

To develop and implement a promising program that address elderly and handicap adjusting back into home life.

ELIGIBILITY:

The eligibility criteria for participation in the program are that individuals live in Carlina. The eligibility criteria for participation in the program are elderly and handicap person.

DESIRED RESULTS:

To provide a variety of educational enrichment and enhancement programs for elderly and handicap person.

To increase the elderly and handicap s self-concept by 60% with the first year through cultural enrichment activities.

To provide all elderly and handicaps with a means of getting faith-based learning.

To provide an environment that is conducive to elevating a elderly and handicap person to his/her fullest potential.

STAFF DESCRIPTION AND PROJECTED SALARIES

The President primary responsibility will be to oversee the program. he will secure funding sources for various projects that will take place and ensure that the funds are spent appropriately. In addition, the President will conduct program evaluations to ensure that the project is conducted in accordance with the goals and objectives of

the program. The President will meet with staff on need base to the to insure operation and compliances.

- Executive Director will assist the President with duties and responsibilities and will report to the President.
- The Administrative Assistant will be responsible for all front office duties. She will serve as a support person for the program Pods Director and Counselors. He/She will report to the President.
- The Counselors (2) will provide supportive services to the participants by networking with various agencies and businesses in the community. He/She will be responsible for making referrals for participants as needed to other agencies that will provide supportive services. He/She will maintain a file on each participant's goals and their progress. He /She will report to the President.
- The instructor will plan and oversee all activities by the participants. The instructor will also ensure that all safety rules are adhered to at all times by all participants. He /She will report to the executive director.
- The Custodian will be responsible for the cleaning of the facility. The custodian will keep an inventory of all job-related supplies needed and forward all request to the Administrative Assistant.
- The health care assistant will provide participants with assistance in completing health care follow up application. They will be available to assist the participants in areas of difficulties. The health care assistant will maintain a report on the progress of each participant. He /She will report to the executive director.

PROJECTED BUDGET

The program will cost \$462,152 for the following items:

<u>Personnel Services</u> These costs are for the: President (\$48,000) Executive Director (\$36,500) Clerical Worker (\$23,000) Fringe benefits total \$3,352.	\$170,704
<u>Staff Services</u> These costs include salaries for aides, part-time workers, and counselors.	\$ 12,000
<u>Office Equipment</u> Equipment needed to maintain the program includes: TV/VCR, file cabinets, typewriters, adding machines, copier, desks, pictures, and computers with laser printers.	\$ 12,000
<u>Office/program Supplies</u> Top quality supplies and materials are needed in order to provide quality child care.	\$ 6,500
<u>Other Equipment</u> Other equipment needed for the program includes: Recreation equipment, signs, commercial carpet, equipment, library and resource supplies and equipment, locks and lockers, water fountains, kitchen and dining room equipment, and restroom equipment.	\$ 20,000
Purchase of Facility	\$ 200,000
Copying/Printing	\$ 500
<u>Postage</u>	\$ 500

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For external communication with participants and other individuals or agencies.	
<u>Transportation</u> Vans and the drivers salary of \$5,000. In addition to transportation being provided to and from the center.	\$ 12,448
<u>Conference and training</u> These expenses in include airfare fees (\$2,600), training seminars (\$1,000) and statewide travel at a rate of .56 per mile. The instructors and directors will travel to meeting and training seminars during the year. These activities will add to the quality of the program and will provide the innovative ideas for continued education and the success of the program.	\$3,600
INSURANCE	\$2,300
UTILITIES	21,600
	\$462,152.

Conflict Resolution of Interest Policy
Of
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Resolution

Article I
Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
- b. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
- c. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Definitions

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

- a. The minutes of the governing board and all committees with board delegated powers shall contain:
- b. The names of the persons who disclosed or otherwise were found to have a financial interesting connection with an actual or possible conflict of interest, the nature **of** the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- c. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information

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to any committee regarding compensation.

Article VI

Annual Statements

- a. Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- b. Has received a copy of the conflicts of interested policy
- c. Has read and understands the policy
- d. Has agreed to comply with the policy

Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, page 1, paid, "Yes,"

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Ministry of Economic Development. Montgomery, South Carolina

Completed the application 1023 donation of \$1,600.00

DESCRIPTION OF TECHNICAL ASSISTANCE SERVICES

	A. Articles of Incorporation
	B. By-Laws
	C. SS-4 Form (EIN)
	D. Complete 1023 Application
	E. Complete Conflict of Interest papers
	F. Write one proposal to IRS on behalf of the client
	G. Forward all completed information to the client(s) for review. Clients are to forward all information to the IRS with the User's Fee in the amount of \$600.00