

715911

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August 19, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: The House of Hope, Inc.
Document No.: 715911

Dear Sir/Madame:

Enclosed please find the Amended and Restated Articles of Incorporation and Incorporated Bylaws regarding The House of Hope, Inc., a Non-Profit Corporation. Also enclosed is their check in the amount of \$35.00 representing the filing fee.

Katie/Jeff Wood If you have any questions or problems, please give me a call.

CAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

ISW/kf

Enclosures

cc: Geri Pipitone

Very truly yours,

[Signature]
JEFFREY S. WOOD
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 17 PM 4:25

Amended and Restated
Hrt.
09/20/02
Tr



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 27, 2002

JEFFREY S. WOOD
MAY, MEACHAM & DAVELL **ONE FINANCIAL PL
BANK OF AMERICA TOWER, SUITE 2602
FT. LAUDERDALE, FL 33394-1697

SUBJECT: THE HOUSE OF HOPE, INC.
Ref. Number: 715911

We have received your document for THE HOUSE OF HOPE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

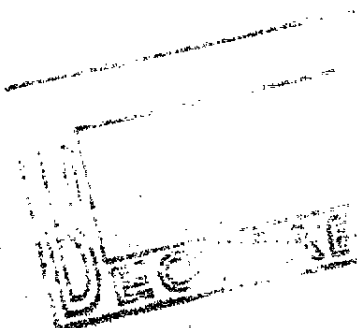
Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 702A00050061



*AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND INCORPORATED BYLAWS*

OF

THE HOUSE OF HOPE, INC.
A Non-Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 17 PM 4:25

WE, the undersigned, having formed a corporation, not for profit, under the provisions of Section 617.013, Chapter 617, Florida Statutes, pursuant to Section 617.1007 do hereby amend and restate the AMENDED AND RESTATED ARTICLES OF INCORPORATION AND INCORPORATED BYLAWS, which are adopted by ^{/all the members and} a majority of the Board of Trustees on the date of execution herein below, and would set forth the AMENDED AND RESTATED ARTICLES OF INCORPORATION AND INCORPORATED BYLAWS as follows:

ARTICLE I
NAME AND LOCATION

The name of the corporation shall be the House of Hope, Inc. The place in this state where the principal office or the corporation is to be located will be in the City of Fort Lauderdale, Broward County as follows:

House of Hope, Inc., 908 Southwest 1st Street, Ft. Lauderdale, Florida 33312

Stepping Stones - 901 N.E. 17th Street, Ft. Lauderdale, Florida 33305

ARTICLE II
PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to the organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE III
POWERS

Notwithstanding any other provision of these amended and restated articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from

Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation of services rendered and to make payment and distribution in the furtherance of the corporation set forth in Article II hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future tax codes.

ARTICLE IV DISSOLUTION AND TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved, as provided by law. In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 corresponding section of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose, dedicated to the likewise purpose of helping men and women whose primary problem is substance abuse to gain and maintain their sobriety through the program of Alcoholics anonymous, so that no person shall use any of its assets for creating personal gain or profit.

ARTICLE V CAPITAL STOCK

No shares of capital stock shall be issued to any members of the corporation, but each member of said corporation, by virtue of said membership, shall become a participating member in said corporation, entitled to cast one vote in the general meetings of members of said corporation. Honorary members shall not have the right to vote.

ARTICLE VI

The corporation shall have a seal which shall state, "The House of Hope, Inc., Corporation Not for Profit" in the outer circle, and the words, "corporate seal" in the inner circle.

ARTICLE VII

The names and residences of the original members to this corporation are as follows:

Walter Warren, 909 S.E. 11th Court, Fort Lauderdale, Florida

Sam Worrall, 1140 N.W. 5th Avenue, Fort Lauderdale, Florida

Arthur Rohwedder, 1709 W. Las Olas Blvd., Fort Lauderdale, Florida

Squire Hanni, 1112 Wyoming Ave., Fort Lauderdale, Florida

James Henry, 625 N.E. 13th Avenue, Fort Lauderdale, Florida

Roger Dawey, 409 N.E. 13th Avenue, Fort Lauderdale, Florida

Winfred Karnatz, 905 S.W. 10th Terrace, Fort Lauderdale, Florida

Robert J. Davis, 3325 N.E. 10th Street, Fort Lauderdale, Florida

ARTICLE VIII MANAGEMENT

The Board of Trustees will appoint an Operations Committee to include the President, Vice-President, Treasurer, Secretary, Chief Executive Officer and Board of Trustees Member that wish to sit on the Committee.

(a) Meetings of the Board of Trustees will be held on the Second (2nd) Monday of each month. The Annual Meeting will be second Monday in January.

(b) The Board of Trustees shall be the governing body of House of Hope, Inc. Decisions shall be made by a standing vote as follows:

1. A simple majority shall constitute a quorum and may act for the entire Board.

(c) The Board of Trustees shall hire a Chief Executive Officer who will be responsible for the operations of the organization.

(d) The Operations Committee shall meet with the Chief Executive Officer for review of weekly operations of the House of Hope, Inc. and for necessary administrative details, such as the signing of checks which take two signatures for expenditures over \$1,000.00, one must be a Trustee.

If a majority is not present for the purpose of a decision, a telephone poll of the other members of the committee should suffice.

(e) Special meeting of the Board of Trustees may be called by the President at his/her discretion and must be called within thirty (30) days after (but not sooner than five (5) days) the receipt of a request for such meeting, in writing, and signed by at least five (5) or more Board Members.

ARTICLE IX

OFFICERS OF CORPORATION

The names of the Officers who are to serve until the next election or appointment of the Officers under the Amended and Restated Articles of Incorporation are as follows:

JOYCE KAUFMAN	President
HOWARD KASSOF	Vice-President
ROY SCHWARTZ	Treasurer
CARA M. ROBERTS	Secretary

ARTICLE X

INCORPORATED BY-LAWS

PURPOSE

House of Hope, Inc. is dedicated to the purpose of helping men and women of Broward County whose primary problem is substance abuse to gain and maintain their recovery through a cognitive-behavioral treatment program as well as a program of recovery as suggested in the book Alcoholic Anonymous.

The House of Hope, Inc. will provide food, shelter and treatment to those men and women who attempt to help themselves adjust to a life of recovery in the world, as they will find it.

The House of Hope, Inc. shall be non-sectarian and integrate. Services will be provided without discrimination. Ethnic background, personal or social creed, racial membership, sex, religion, or sexual orientation will not affect our service.

The laws of Federal Confidentiality (42CFR Part 2) in reference to residents of both the House of Hope and Stepping Stone shall be adhered to.

FUNDS

All funds received shall be used to maintain and expand the House of Hope, Inc. at 908 S.W. 1st Street and Stepping Stones at 901 N.E. 17th Street, Ft. Lauderdale, Florida as a licensed State of Florida Level II. Intermediate Residential Treatment facility.

There shall be no trustees or individuals having a personal or private interest in the resources of the House of Hope, Inc. nor shall the resources be appropriated to provide any monetary profit for any individual.

BOARD OF TRUSTEES

There shall be twelve (12) members of the Board of Trustees. The majority of these shall be recovering substance abusers each of whom shall have had at least three (3) years of continuous sobriety immediately preceding their term of office.

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the organization would be served.

At the Annual Meeting, the Board of Trustees shall elect a President, Vice-President, Treasurer, and Secretary after reviewing the recommendations of the nominating committee in addition trustees will be elected or not for another term.

The Trustees serve without material compensation but a Trustee may be reimbursed for any expenses incurred pursuant to their responsibility as a Trustee. Any Trustee may receive a stated fee or salary for services rendered to the House of Hope, Inc. in his professional capacity.

Trustees will be elected for a two-year term.

In the event of the resignation of any member of this Board, the matter will be referred to the nominating committee which will review potential candidates and make recommendations of the Board whose final vote by a simple majority will fill the vacancy.

President: The President shall preside at all meetings of the Board of Trustees. The President may sign with any officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees had authorized to be executed, unless it shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Trustees from time to time. In the event that the President shall be absent,

the Vice-President will conduct the meeting. All meetings shall be conducted in accordance with "Robert's Rules of Order" except where it conflicts with these By-Laws.

The President shall appoint the following standing committees:

(a) An operations committee of not less than three (3) and not more than four(4) members consisting of the officers of the Board of Trustees plus any other designated Trustee.

(b) A nominating committee with a minimum of three (3) members.

(c) A fundraising committee.

The President shall be empowered to appoint other committees as needed.

Vice-President: In the absence of the President or in the event of death or inability to act, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President may sign with the Secretary, and shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Treasurer: The Treasurer shall be responsible for all funds and securities of the corporation. The Treasurer must be one of the officers who can sign checks or drafts of the organization. The Treasurer shall render at stated periods as the Board of Trustees shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Trustees of such meetings; in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Trustees.

Secretary: The Secretary shall: a) Keep the minutes of the Board of Trustees meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with provision of these By-Laws are required by law; c) perform all duties incident to the office of Secretary and such other duties; and d) from time to time duties that may be assigned to the Treasurer by the President or by the Board of Trustees.

CANNOT BE AMENDED

All monies received by the House of Hope, Inc. shall be placed in the custody of the Treasurer or designee who will maintain a record of such funds. All funds shall be deposited in a recognized financial institution, approved by the Board of Trustees.

All major expenditures shall be approved by the Board of Trustees. This Board may delegate expenditure approval. The Treasurer or designee shall maintain a record of all expenditures.

The financial records of the House of Hope, Inc. shall be audited by a Certified Public Accountant. This audit shall be performed prior to the annual meeting.

AMENDMENTS

1) These By-Laws with the exception of being a non-sectarian organization may be amended by the Board of Trustees upon an affirmative vote of a majority of members.

2) All amendments shall be immediately incorporated in these By-Laws.

3) The administration shall maintain a permanent file for the By-Laws and they shall be available for inspection upon request. Each new member of the Board of Trustees shall be provided with a set of By Laws.

4) Any alternation of, addition to, or removal of any wording in these By-Laws shall constitute an amendment and require a two thirds (2/3) majority vote.

5) Purchases of \$1,000 or less may be made by the Chief Executive Officer without prior approval of the Executive Committee.

6) The Chief Executive Officer can solely sign checks of \$1,000 or less.

7) The Chief Executive Officer may sign grant applications, grants, and contracts pertaining to the operations of the House of Hope, Inc.

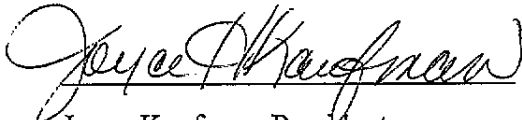
ARTICLE XI INDEBTEDNESS AND LIABILITY


The highest amount of indebtedness or liability, to which the corporation may at any time subject itself, is the sum of Nine Hundred Thousand Dollars (\$900,000.00). This corporation may, jointly with any other corporation not for profit, subject itself to indebtedness or liability for the erection or purchase of necessary buildings consistent with its purpose, and may, jointly or severally with such other corporation, not for profit, issue or sell its bonds secured by mortgage or trust deed, on such buildings, and on the land on which same are located, as security.

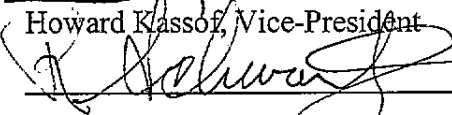
ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION

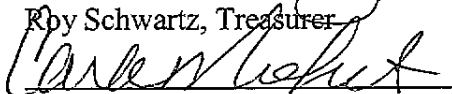
These Articles of Incorporation may be amended from time to time by a majority vote of the Board of Trustees, who may propose and adopt such amendments.

We have made and signed this AMENDED AND RESTATED ARTICLES OF
INCORPORATION AND INCORPORATED BYLAWS this 18 day of May, 2002.

 (SEAL)
Joyce Kaufman, President

 (SEAL)
Howard Klassof, Vice-President

 (SEAL)
Roy Schwartz, Treasurer

 (SEAL)
Cara M. Roberts, Secretary