

759968

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

Celebrating Our 75th Anniversary
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141
TELECOPIER (941) 334-3965

JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD*
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

February 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

100002790771--5
-03/01/99--01118--012
*****35.00 *****35.00

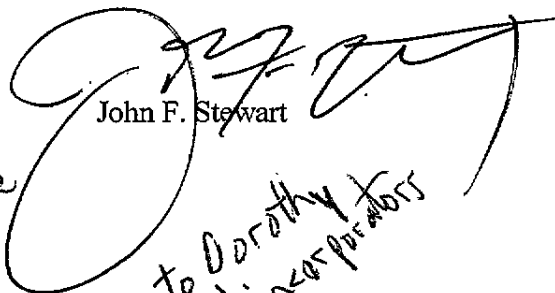
Re: H.O.P.E. of Lee County, Inc., a Florida Not-For-Profit Corporation

Dear Sirs:

Enclosed herewith are proposed Articles of Amendment To and Restatement of Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$35.00.

If the Articles of Amendment To and Restatement of Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Amendment.

Sincerely Yours,


John F. Stewart

JFS: sns
Enclosure

*Amend + Restate
4-9-99
DHS*
*Spoke to Dorothy
4-9-99 about incorporation
DHS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -9 PM 2: 14

FILED

SHEPPARD, BRETT, STEWART & HERSCH, P.A.

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April 7, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Doug Spitler

Re: Reference No. 759968
H.O.P.E. of Lee County, Inc.

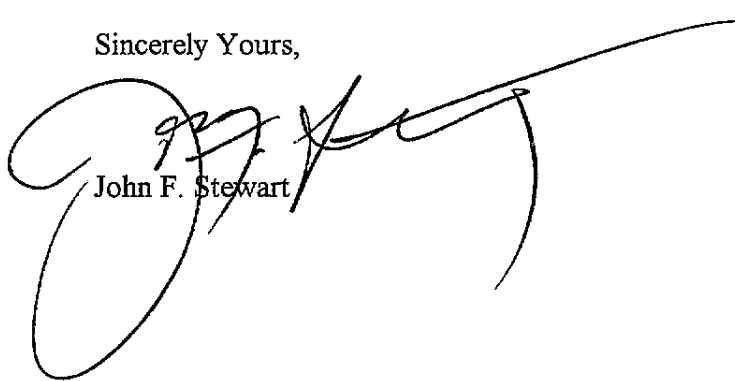
FILED
99 APR -9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Spitler:

We return to you the Restated Articles of Incorporation of the above referenced corporation along with the Certificate from the Chairman of the Board of Directors and your letter to us dated March 5, 1999.

Kindly proceed with filing the Restated Articles.

Sincerely Yours,


John F. Stewart

JFS: sns
Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

SHEPPARD, BRETT, STEWART & HERSCH, P.A.
ATTN: JOHN F. STEWART
P.O. DRAWER 400
FORT MYERS, FL 33902

SUBJECT: H.O.P.E. OF LEE COUNTY, INC.
Ref. Number: 759968

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -9 PM 2: 14

FILED

We have received your document for H.O.P.E. OF LEE COUNTY, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 699A00010306

**ARTICLES OF AMENDMENT
TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
H.O.P.E. OF LEE COUNTY, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION
(CHARTER NO. 759968)**

FILED
99 APR -9 PM 2: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Article IX of these Articles of Incorporation and Chapter 617, Florida Statutes, the Articles of Incorporation (and all amendments thereto) are hereby amended and restated as follows:

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
NAME**

The name of this corporation is H.O.P.E. of Lee County, Inc..

**ARTICLE II
PURPOSES**

To operate exclusively for scientific, educational and charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code in the H.O.P.E. of Lee County, Inc. service area. None of its net earnings shall inure in whole or in part to the benefit of private stockholders, members or individuals.

**ARTICLE III
MEMBERS**

The members of this corporation shall be those persons serving as Directors of the corporation in the manner provided in the By-Laws.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall exist perpetually until dissolved.

ARTICLE V
SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

John Saltzman, 2635 Cleveland Avenue, Ft. Myers, FL 33901
Dorothy Hummel, 1359 Jambalana Lane, Fort Myers, Florida 33901
Mary Hennings, 6335 St. Andrews Circle, Fort Myers, Florida 33907
Marilyn Whittman, 6452 Adelphi Circle, Fort Myers, Florida 33907

ARTICLE VI
OFFICERS

The officers of this corporation shall be: Chair, Vice-Chair, President, Secretary, Treasury and such other officers as the Board, from time-to-time, determines. All officers shall be members of the Board of Directors and shall be elected by a majority voice of the members of the corporation present and voting at the first meeting of the Board of Directors following the annual meeting. Each officer shall be elected for a term of one (1) year with a maximum of two (2) consecutive terms in the same office without a one (1) year break. Officers shall hold office until a successor has been elected, has accepted the office and has been duly qualified to serve.

Vacancies among the officers shall be filled for the unexpired term by election by the Board of Directors.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have eleven (11) Directors initially, who shall be elected as provided in the By-Laws. The number of Directors may be increased from time-to-time, by the By-Laws, but shall never be less than seven (7).

Section 2. Members of the Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE VIII
BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time-to-time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the members called for that purpose, or at a regular meeting of the members upon notice given, as provided by the By-Laws, of intention to submit such amendments. All amendments shall be by majority vote of those members present.

ARTICLE X
LOCATION AND REGISTERED AGENT

The location and registered office of this corporation shall be at 9470 HealthPark Circle Fort Myers, Florida 33908 or such other location and registered office as approved by the Board of Directors from time-to-time. A registered agent of the corporation shall be appointed by the Board of Directors in accordance with the requirements of Florida law. Presently the registered agent of the corporation is Samira K. Beckwith.

ARTICLE XI
NON-PROFIT STATUS

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII
DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time-to-time by the Board of Directors.

ARTICLE XIII
POWERS

In order to promote the purposes of this corporation, it shall have all lawful powers except those which would cause it to lose its exemption from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended.

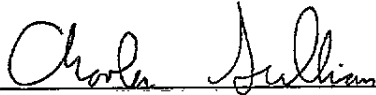
ARTICLE XIV
MEETINGS

The corporation may provide in its By-Laws for the holding of annual meetings, regular meetings and any special meetings, and shall provide the procedure for notice of all such meetings.

ARTICLE XV
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be delivered to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

These Amended and Restated Articles of Incorporation approved by the Board of Directors this 2nd day of February, 1999.



Chairman Charles Sullivan

CERTIFICATE

STATE OF FLORIDA
COUNTY OF LEE

THE UNDERSIGNED, Charles Sullivan, as Chairman of the Board of Directors of H.O.P.E. of Lee County, Inc. (Charter No. 759968) does hereby certify that the foregoing Articles of Amendment To and Restatement of Articles of Incorporation of H.O.P.E. of Lee County, Inc. were approved and adopted by the members of the corporation on February 2, 1999 and the number of votes cast for the Articles of Amendment To and Restatement of Articles of Incorporation was sufficient for approval.

Dated this 30th day of March, 1999.

H.O.P.E. of Lee County, Inc.

By: Charles Sullivan
Charles Sullivan, Chairman

Sworn to and subscribed before me this 30th day of March, 1999, by CHARLES SULLIVAN, Chairman for H.O.P.E. of Lee County, Inc., who is personally known to me or () who has produced _____ as identification.

(Seal)



Estella M. Toomey
Notary Public

Estella M. TOOMEY
Printed Notary Signature