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**CROSS INTERNATIONAL AID, INC.**

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777 South Flagler Drive  
West Palm Beach, Florida 33401-6194

Phone: 561-655-1980  
Fax: 561-655-5677  
Website: www.gunster.com

DATE: September 6, 2007

TO: Florida Dept. of State  
FIRM: Division of Corporations  
Facsimile Filings  
**ATTENTION: KAREN SALLY**

FAX NO: (850) 205-0380

FROM: Mary E. Cramer-Scharlatt,  
Corporate Paralegal

PHONE NO: (561) 650-0728  
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E-MAIL: [mcramer-scharlatt@gunster.com](mailto:mcramer-scharlatt@gunster.com)

CLIENT NO: 29679.00001

13 PAGES INCLUDING COVER

**MESSAGE:**

Dear Ms. Sally: Pursuant to your letter dated September 5<sup>th</sup>, 2007 (attached for your ready reference), please see the corrected cover sheet for the filing of the Amended and Restated Articles of Incorporation for Cross International Aid, Inc., Florida Document Number N01000001192.

Thank you. M

Gunster, Yoakley & Stewart, P.A., 777 South Flagler Drive, Suite 500 East, West Palm Beach, FL 33401

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9/5/2007 11:21 PAGE 001/001 Florida Dept of State

003/013



September 5, 2007

FLORIDA DEPARTMENT OF STATE

GUNSTER, YOAKLEY, ETAL. ( WEST PALM BEACH )  
Division of Corporations

SUBJECT: CROSS INTERNATIONAL AID, INC.  
REF: W07000043669

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Saly  
Document Specialist

FAX Aud. #: H07000219748  
Letter Number: 207A00052823

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR  
CROSS INTERNATIONAL, INC.  
(A Florida Not-For-Profit Corporation)**

*Pursuant to the provisions of Section 617.1002(b) and 617.1007, Florida Statutes, and upon resolution duly adopted by the Board of Directors on December \_\_, 2006, this Florida not-for-profit corporation adopts the following Amended and Restated Articles of Incorporation:*

**ARTICLE I**

**Name**

The name of the Corporation shall be Cross International, Inc.

**ARTICLE II**

**Duration**

The Corporation shall have perpetual existence.

**ARTICLE III**

**Principal Office**

The initial principal office and mailing address shall be located at:

370 W. Camino Gardens Boulevard  
Boca Raton, Florida 33432

**ARTICLE IV**

**Purposes**

1. This Corporation is organized to manifest the love of God to the poor and indigent throughout the world by providing food, medicines, clothing, housing, education, and any other assistance that will relieve suffering and poverty and that will contribute to the material and spiritual development of the poor.

2. This Corporation is further organized to proclaim the gospel of Jesus Christ, especially as it relates to love of those in need throughout the world, and to make known the teachings of The Bible concerning the provision of aid to the poor.

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3. This Corporation is further organized to educate the public regarding the conditions of the poor throughout the world and to recruit supporters and volunteers to further the mission of the Corporation.

4. This Corporation is organized not-for-profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE V

### Restrictions

1. No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

2. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any 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.

4. 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, 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.

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## ARTICLE VI

### Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

## ARTICLE VII

### Members

The Corporation shall have no members and shall not issue stock.

## ARTICLE VIII

### Management of Corporate Affairs

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) initial members. The directors shall be divided into three classes, each class to serve for a term of three years and to be as nearly equal in numbers as possible. The term of office of the first, second and third classes of directors shall expire at the first, second and third annual meetings of the Board of Directors, respectively, after the initial annual meeting of the Board of Directors. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three.

## ARTICLE IX

### Indemnification

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not-For-Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE X**

**Amendments**

These Amended and Restated Articles of Incorporation may be further amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.


**ARTICLE XI**

**Initial Registered Office and Agent**

The name of the registered agent and the Florida street address of the registered office are:

GY CORPORATE SERVICES INC.  
777 South Flagler Drive  
Suite 500 East  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 5 day of March, 2007.

BY:   
James J. Cavnar, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for CROSS INTERNATIONAL, INC. (the "Corporation"), a Florida not-for-profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, GY CORPORATE SERVICES INC. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY CORPORATE SERVICES INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY CORPORATE SERVICES INC. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

**REGISTERED AGENT:****GY CORPORATE SERVICES INC.**

BY:

  
Michael V. Mitrione, Vice President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CROSS INTERNATIONAL AID, INC.**

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To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is Cross International Aid, Inc. The name of the Corporation upon filing these Amended and Restated Articles of Incorporation shall be changed to Cross International, Inc.

2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

1. The date of adoption of the aforesaid amendments and restatement was **March 5, 2007.**

2. This amendment and restatement of the Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors.

Executed on **March 5, 2007**

**CROSS INTERNATIONAL, INC.**

BY:

  
James J. Cavnar, President

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