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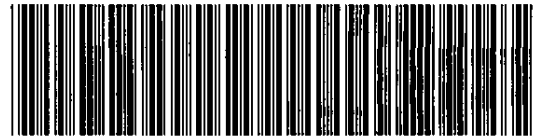
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*Restated And  
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**ZIMMERMAN**  
**& ASSOCIATES**  
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August 27, 2010

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: RESTATED ARTICLES OF INCORPORATION**  
**JPC Community Development Corp.**  
**A Florida Non-Profit Corporation**

Ladies and Gentlemen:

Enclosed are Restated Articles of Incorporation along with the Director's Certification for filing regarding the above referenced entity. I have enclosed a check in the amount of \$43.75 for the amendment fee and the charge for a certified copy. Please file the Restated Articles of Incorporation and return a certified copy of the same to this office in the self-addressed, stamped envelope provided.

Should you have any questions, please feel free to contact me.

Sincerely,



Sarah Spangler

Enc.

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**Restated Articles of Incorporation  
of  
JPC Community Development Corp.  
A Non-Profit Corporation**

Document No. N10000005929

We, the Board of Directors of JPC Community Development Corp., pursuant to section 617.1007, Florida Statutes hereby adopt the following Restated Articles of Incorporation, adopted and effective on this 4<sup>th</sup> day of August, 2010.

**Article One  
Name**

The name of the non-profit corporation is: JPC Community Development Corp.

**Article Two  
Registered Agent and Office**

The principal place of business address:

1021 CARIBBEAN DR. E  
SUMMERLAND KEY, FL 33042

The mailing address of the corporation is:


99 CHANEL DR. E  
SHIRLEY, NY 11967

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The name of the initial registered agent and registered office in the State of Florida are:

Sarah Spangler, Esq.  
2400 E. Commercial Blvd., Suite 820  
Fort Lauderdale, Florida 33308

I certify that I am familiar with and accept the responsibilities of registered agent:

  
\_\_\_\_\_  
Sarah Spangler, registered agent

## **Article Three Names and Addresses of the Incorporators**

The names and address of the incorporators are:

Patrick Wrenn  
99 Chanel Dr. E  
Shirley, New York 11967

## **Article Four Duration**

The non-profit corporation's period of duration is perpetual.

## **Article Five Purposes**

The non-profit corporation is organized and will be operated exclusively for general charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

## **Article Six Dissolution**

Upon the dissolution of the non-profit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for charitable purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

## **Article Seven Restrictions**

No part of the net earnings or assets of the non-profit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. The non-profit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the non-profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The non-profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The non-profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a non-profit corporation organized under the laws of State of Florida.

The non-profit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the non-profit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article Eight Board of Directors**

The non-profit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the non-profit corporation and may exercise all powers of the non-profit corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the non-profit corporation as in effect from time to time.

The number of director to constitute the first Board of Directors is four. The initial officers and/or directors of the corporation are:

Title: P  
PATRICK WRENN  
99 CHANEL DR. E.  
SHIRLEY, NY. 11967

Title: S  
AL PASQUALE  
1021 CARIBBEAN DR. E  
SUMMERLAND KEY, FL 33042

Title: VP  
GINA WRENN  
99 CHANEL DR. E  
SHIRLEY, NY. 11967

Title: T  
RUTH PASQUALE  
1021 CARIBBEAN DR. E  
SUMMERLAND KEY, FL 33042

After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The manner in which directors are elected or appointed is provided in the Bylaws.

## **Article Nine By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the non-profit corporation.

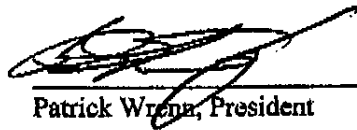
## **Article Ten Amendments**

The non-profit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the non-profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

## Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, these Amended Articles of Incorporation are signed on this day of 4 August, 2010.



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Patrick Wrenn, President


**Certification of Directors  
of  
JPC Community Development Corp.**

This Certification of Directors is signed by all the currently acting Directors of the JPC Community Development Corp., a Florida not-for-profit corporation, who declare as follows:

1. The Restatement of Articles of Incorporation does not require member approval; and
2. The Restatement of Articles of Incorporation has been adopted by resolution of the Board of Directors.

This Certification of Directors may be executed in multiple counterparts, each of which shall be deemed an original and all of which together constitute one and the same document.

IN WITNESS WHEREOF, this Certification of Directors are signed on this day of 4 August, 2010.



Patrick Wrenn, Director



Gina Wrenn, Director

Al Pasquale, Director

Ruth Pasquale, Director



**Certification of Directors  
of  
JPC Community Development Corp.**

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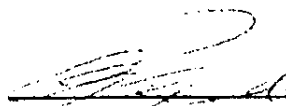
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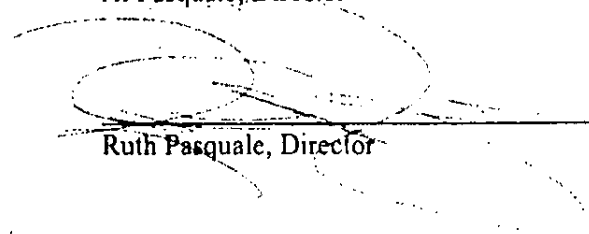
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**IN WITNESS WHEREOF**, this Certification of Directors are signed on this day of 4 August, 2010.

\_\_\_\_\_  
Patrick Wrenn, Director

\_\_\_\_\_  
Gina Wrenn, Director

  
\_\_\_\_\_  
Al Pasquale, Director

  
\_\_\_\_\_  
Ruth Pasquale, Director