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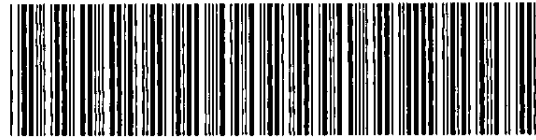
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TALLAHASSEE, FLORIDA

Restated
C.COULLETTE

AUG 12 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite J • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Book of Hope Foundation, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: SETH 08/12/10 11:00
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RESTATED ARTICLES OF INCORPORATION

OF

BOOK OF HOPE FOUNDATION, INC.

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

ARTICLE ONE

NAME

The name of this corporation shall be **BOOK OF HOPE FOUNDATION, INC.**

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the corporation shall be 600 SW 3rd Street, Pompano Beach, Florida 33060.

ARTICLE THREE

PURPOSES AND POWERS

Subject to Article Seven hereof, the exclusively charitable, religious, educational and/or scientific purposes for which the corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the corporation, are as follows:

1. To operate for the benefit of, to perform the functions of, or to carry out the purposes of OneHope, Inc., a Florida not for profit corporation, whose specific purpose is to further the Gospel of Jesus Christ; and

2. To perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities (i) are permitted by organizations which constitute "Supported Organizations" under Section 509(a)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and (ii) are necessary, related, incidental to or appropriate in connection with the purposes set forth in paragraph 1 of this Article Three.

In addition to the foregoing, the corporation may at any time perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities are permitted by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code, including but not limited to (i) substituting one or more Supported Organizations for one or more Supported Organizations that were previously supported by the corporation; and/or (ii) operating for the benefit of new or additional Supported Organizations.

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For purposes of these Articles, the Organization's "Supported Organizations" shall consist of those entities named in Article Three, paragraph 1, as amended, from time to time, so long as such entities meet the criteria set forth in Article Seven.

The corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

DIRECTORS AND OFFICERS

The board of directors shall be elected as provided for in the bylaws of the corporation. Notwithstanding any other provision of these articles or the bylaws, the management and control of the corporation shall at all times be vested in the persons who control or manage each of the Supported Organization(s) within the meaning of Regulations Section 1.509(a)-4(h). At all times, no less than a majority of the officers and directors of the corporation shall be the same as the officers and directors of the Supported Organization(s).

ARTICLE FIVE

NO MEMBERS

The corporation shall have no members.

ARTICLE SIX

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE SEVEN

ADDITIONAL SUPPORTED ORGANIZATIONS

In addition to the purposes set forth in Article Three, the corporation may at any time and from time to time operate for the benefit of, perform the functions of, or carry out the purposes of one or more organizations (in addition to OneHope, Inc.) which satisfy all of the following criteria (collectively, the "Supported Organizations"):

1. The organization is described in Section 509(a)(1) or Section 509(a)(2) of the Code, and the Treasury Regulations promulgated thereunder (the "Regulations"); and

2. The organization is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of the Code, or is closely related in purpose or function to the organization(s) in connection with which the Corporation is operated; and

3. The organization is exempt from federal income tax under Section 501(c)(3) of the Code; and

4. The control or management of the organization is vested in the same persons that control or manage the corporation (within the meaning of Regulations Section 1.509(a)-4(h) and as more fully described in Article Four).

Notwithstanding any other provision of these articles, the corporation is not empowered to engage in activities which are not in furtherance of the purposes referred to in Article Three and, to the extent applicable, this Article Seven, and the corporation is not empowered to operate to support or benefit any organization other than Supported Organizations .

ARTICLE EIGHT

BYLAWS

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded by a majority vote of the board of directors present at any regular or special meeting called for that purpose.

ARTICLE NINE

AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

ARTICLE TEN

REGISTERED AGENT

The registered agent upon whom service of process against this corporation may be made is **PAUL R. ALFIERI, P.L.** The registered agent and the corporation's registered office are located at **5143 NW 42 TERRACE, COCONUT CREEK, FLORIDA 33073.**

ARTICLE ELEVEN

EARNINGS AND ACTIVITIES

No part of the net earnings 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 for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the 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 political office. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE TWELVE

DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent Jurisdiction of the county in which the principal office of the corporation is 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.

CERTIFICATE

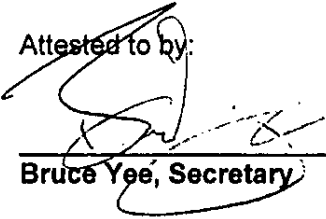
1. This restatement contains amendments to the articles of incorporation that require member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the articles of incorporation of **BOOK OF HOPE FOUNDATION, INC.** as amended.
3. The date of adoption of the amendments was August 10, 2010.
4. The amendments were adopted by the members and the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 10th day of August, 2010.



Jon A. Laria, Treasurer

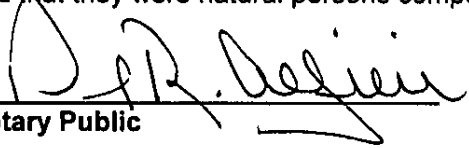
Attested to by:



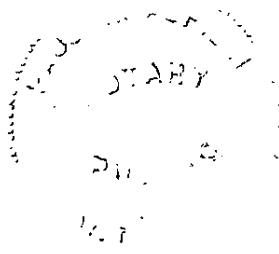
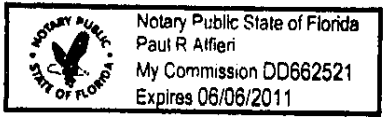
Bruce Yee, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on the 10th day of August, 2010, before me, the undersigned authority, personally appeared Jon A. Laria as treasurer and Bruce Yee as secretary, both well known to me and known to be the persons described in and who executed the foregoing instrument, or presenting _____ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.



Notary Public



REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **BOOK OF HOPE FOUNDATION, INC.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the restated articles of incorporation at **600 SW 3rd Street, Pompano Beach, Florida 33060** has named **PAUL R. ALFIERI, P.L.** Its registered agent; and **5143 NW 42 TERRACE, COCONUT CREEK, FLORIDA 33073** as the place where service of process may be served within this state. That this designation has been duly approved by a resolution of the corporation's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

**PAUL R. ALFIERI, P.L.,
REGISTERED AGENT**

By: 
PAUL R. ALFIERI, Esq.