

N97000005537

March 30, 1998

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

500002476025--3
-04/01/98--01107--004
*****35.00 *****35.00
500002476025--3
-04/01/98--01107--005
*****52.50 *****52.50

Dear Sirs:

Enclosed please find proposed amendments for our non-profit corporation. If at all possible, please return a copy of the filed amendments as soon as possible, preferably by April 7 to us, as we have to send a copy to the Internal Revenue Service by April 8 for our 501(c)(3) application.

Your assistance in this matter is greatly appreciated.

Our return address is: Operation Hope, Inc., 5183 Pat Pl., West Palm Beach, FL 33407. You may reach us by phone at 561-682-9501 or 561-844-2290.

Respectfully,

Kenneth L. Bowers
Kenneth L. Bowers
Registered agent and incorporator

KLB/rb
Enclosure

98 APR 20 AM 11:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS APR 23 1998

Amend



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

KENNETH L. BOWERS
OPERATION HOPE, INC.
5183 PAT PL.
WEST PALM BEACH, FL 33407

SUBJECT: OPERATION HOPE, INC.
Ref. Number: N97000005537

We have received your document for OPERATION HOPE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 298A00018164

April 14, 1998

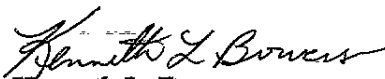
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Shepard:

Enclosed please find our corrected articles of amendment for our non-profit corporation.

Our return address is: Operation Hope, Inc., 5183 Pat Pl., West Palm Beach, FL 33407. You may reach us by phone at 561-682-9501 or 561-844-2290.

Respectfully,


Kenneth L. Bowers
Executive Director

KLB/rb
Enclosure

RECEIVED
98 APR 20 AM 8:44
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OPERATION HOPE, INC.**

FILED
98 APR 20 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Articles amended:

ARTICLE III.

PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS.

The Corporation's principle place of business shall be 3501 W. 35th St., Riviera Beach, FL 33404.

The mailing address shall be 5183 Pat Pl., West Palm Beach, FL 33407.

The Board of Directors may from time to time move the principal place of business and mailing address to any other address in Florida.

ARTICLE IV.

PURPOSES.

The purpose of the Corporation is as follows:
Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

SECOND: Articles added:

ARTICLE XII.

EARNINGS.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501 (c) (3) purposes. 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 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 corresponding section of any future Federal tax code) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XIII.

DISSOLUTION.

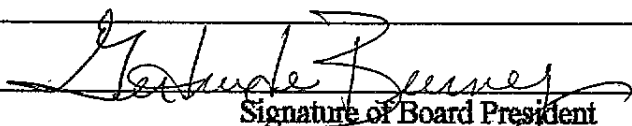
Upon the dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

THIRD: The date of adoption of the amendment(s) was: March 24, 1998.

FOURTH: Adoption of Amendment (CHECK ONE)

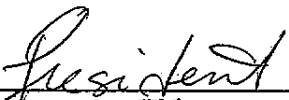
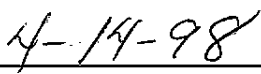
X --- There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Operation Hope, Inc.



Signature of Board President

Gertrude Burney

Typed or printed name

Title

Date