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A LITTLE HOPE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
A LITTLE HOPE FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a not-for-profit nonstock corporation under Chapter 617 of the Florida Statutes, the Florida Not for Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "**A Little Hope Foundation, Inc.**" (the "Foundation").

ARTICLE II - PURPOSE

The Foundation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

- (a) to provide support and services to single parents and children in order to improve their lives, including, but not limited to:
 - (i) facilitated access to health care programs and services;
 - (ii) access to educational services and programs; and
 - (iii) leadership development opportunities for youth; and
- (b) to otherwise engage in any lawful acts and activities consistent with the foregoing for which nonprofit corporations may be formed under the Act.

ARTICLE III - NOT FOR PROFIT, NONSTOCK

The Foundation is organized as a not-for-profit corporation. It shall not have or issue shares of stock or make distributions. No part of the Foundation's net earnings may inure to the benefit of any member, director or officer of the Foundation or any private individual. No part of the Foundation's net earnings shall be distributable to its members, directors, officers, employees, agents, or volunteers; provided, however, that nothing herein shall restrict the right of the Foundation to reasonably compensate its Incorporator, directors, officers, employees, agents or volunteers, or any of them, for services rendered and reimbursement for expenses incurred for the benefit of the Foundation, or to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV - MEMBERS

The Foundation shall have a single class of members, as provided in the Bylaws of the Foundation (the "Bylaws"). Subject to any restrictions set forth in the Bylaws, the members shall have the power to elect and remove directors of the Foundation, with or without cause, and shall have such other rights, powers and responsibilities as are accorded to members under the Act, these Articles of Incorporation or the Bylaws.

ARTICLE V - BOARD OF DIRECTORS

The Foundation shall operate under the management of its Board of Directors who shall be elected by the members. The Bylaws shall prescribe the number, qualifications (if any) and manner of election of directors, but in no event shall there be fewer than three (3) directors. The initial Board of Directors shall be elected by the Incorporator. Thereafter, directors shall be elected by the members as provided in the Bylaws of the Foundation. In the event a director ceases to be in office, the members shall have the exclusive power to fill the vacancy caused thereby. The members may appoint ex-officio directors as provided in the Bylaws.

ARTICLE VI - ADDRESS

The Foundation's principal office address is in care of Samuel F. McKay, 4440 Riverwatch Drive, Unit 201, Bonita Springs, Florida 34134, and its mailing address is P.O. Box 377, Glastonbury, Connecticut 06033. The email address to which annual report notifications to the Foundation may be sent is a.little.hope.foundation@gmail.com.

ARTICLE VII - REGISTERED AGENT

The name and Florida street address of the Foundation's Registered Agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2525.

ARTICLE VIII - CHARITABLE RESTRICTIONS AND LIMITATIONS

8.1 Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not have any purposes or carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

8.2 The Foundation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

8.3 In the event that the Foundation is a private foundation within the meaning of Section 509(a) of the Code, the Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in a manner as to subject the Foundation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code, and the Foundation will 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 Code.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the purposes of the Foundation, to one or more organizations organized exclusively for religious, charitable, educational or scientific purposes which shall be then exempt from federal income taxation as an organization or organizations described in Section 501(c)(3) of the Code, in such proportions and amounts and in such manner as the Board of Directors shall determine.

ARTICLE X - LIMITATION OF LIABILITY, INDEMNIFICATION

10.1 The personal liability of a director to the Foundation for monetary damages for breach of duty as a director shall be limited to the fullest extent permitted by the Act or any other applicable laws presently or hereafter in effect. No amendment to, or modification or repeal of, this Section 10.1 shall adversely affect any right or protection of a director existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

10.2 The Foundation shall, to the fullest extent permitted by law, indemnify its directors, officers, employees, and agents (each, an "indemnified party") from and against any and all of the liabilities, expenses and other matters referenced in or covered by the Act, or any other applicable laws presently or hereafter in effect. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid for or reimbursed by the Foundation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of both (i) a written affirmation by such indemnified party of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under this Article X and (ii) an undertaking by or on behalf of such

indemnified party to repay such amount if it shall be ultimately determined that such indemnified party is not entitled to be indemnified by the Foundation. Such expenses (including attorneys' fees) incurred by other employees and agents of the Foundation may be so paid upon the terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of 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, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Foundation, and shall inure to the benefit of the heirs, executors and administrators of such a person. Notwithstanding the foregoing, the Foundation shall not provide such indemnification or advancement for expenses to the extent that such indemnification or advancement would constitute self-dealing within the meaning of section 4941(d) of the Code. No amendment to or repeal of this Section 10.2 shall apply to or have any effect on the indemnification of any indemnified party for or with respect to any acts or omissions of such indemnified party occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Foundation to pay for or reimburse in advance expenses incurred by an indemnified party in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE XI - REFERENCES

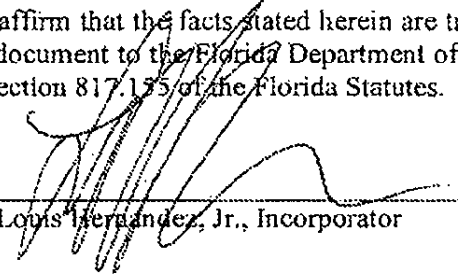
References in these Articles of Incorporation to Sections of the Act shall be deemed to include amendments adopted from time to time to such Sections and shall further be deemed to include any successor Sections thereto. References to a Section of the Code shall be construed to refer both to such Section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended.

ARTICLE XII - INCORPORATOR

The Foundation's Incorporator is Louis Hernandez, Jr., whose address is in care of Open Solutions Inc., 455 Winding Brook Drive, Glastonbury, Connecticut 06033.

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.175 of the Florida Statutes.

Dated this 8th day of AUGUST 2012.



Louis Hernandez, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **A LITTLE HOPE FOUNDATION, INC.**, to accept service of process at the place designated in these Articles of Incorporation, and acknowledges that the undersigned is familiar with, and accepts, the appointment as registered agent and agrees to act in this capacity on this 14th day of August, 2012.

Corporation Service Company

By: Becky Peirce
Name: Becky Peirce
Title: Assistant Vice President

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