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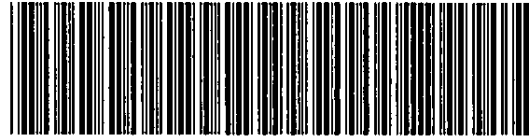
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DIVISION OF CORPORATIONS
13 JUN 20 AM 9:53

Amended/Restated
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hope International Ministries, Inc.

DOCUMENT NUMBER: 722474

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mike Higgins

(Name of Contact Person)

Hope Children's Home

(Firm/ Company)

11415 Hope International Dr

(Address)

Tampa, FL 33625

(City/ State and Zip Code)

mmhiggins@hopechildrenshome.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mike Higgins

(Name of Contact Person)

at (813) 961-1214

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

HOPE INTERNATIONAL MINISTRIES, INC.
(A corporation not for profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
13 JUN 20 AM 9:58

We, the undersigned, being desirous of amending and restating the Articles of Incorporation of this corporation, not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

1. The name of this corporation (Document Number 722474) is **HOPE INTERNATIONAL MINISTRIES, INC.**, and its Articles of Incorporation were filed on January 18, 1972 and amended on October 9, 1972, November 26, 1984 and February 13, 1985.

2. These Amended and Restated Articles of Incorporation were adopted and approved by all the members of this corporation by written consent dated effective on February 18, 2012, pursuant to Section 617.0701 of the Florida Statutes, which was sufficient for approval of the following amendments:

(a) To amend Article II to reflect revisions in the purposes for which the corporation is organized and to clarify the manner in which the corporation is operating.

(b) To amend Article III to reflect that the corporation shall not have any members.

(c) To amend Article V to remove the reference to the original subscribers to the corporation and in lieu thereof, to specify the current the registered agent and registered office of the corporation.

(d) To amend Article VI to reflect that the officers shall be a President, Secretary and a Treasurer and such other officers as may be elected by the Board of Directors pursuant to the By-Laws of this corporation; to reflect that the officers will be elected at the annual meeting of the Board of Directors or as provided in the By-Laws; and to delete the reference to members.

(e) To amend Article VII to reflect that the number of directors, manner of filling vacancies, and manner of acting of the Board of Directors shall be as provided in the By-Laws; to delete the references to members; and to designate the directors who will serve until the next annual meeting of the corporation.

(f) To amend Article IX to delete references to members and to specify that the Board of Directors shall have the authority to amend the Articles of Incorporation.

(g) To amend Article X to update the corporation's current principal office and mailing address.

(h) To amend Article XI to update the provision to be consistent with the current provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

(i) To amend Article XII to update the provision to be consistent with the current provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and to require a vote of at least two-thirds of the directors then in office to approve the dissolution of the corporation and determination of the recipient of the asset distribution.

3. The Articles of Incorporation of this corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of this corporation is Hope International Ministries, Inc.

ARTICLE II

Section 1. This corporation is organized and shall be operated exclusively for charitable purposes. The general nature and object of this corporation shall be to buy, purchase, own, acquire by gift, devise, or otherwise, real and personal property, and to build, erect, construct, provide for, maintain and equip suitable buildings, churches, houses, etc., for the benefit, use and occupation of Hope International Ministries, Inc. and the preaching and the teaching of the word of God and the gospel of Jesus Christ, and for all meetings and purposes of Hope International Ministries, Inc. The purposes of the corporation shall also include the following:

To build, construct, erect, maintain and equip schools, mission stations, children's homes, homes for unwed mothers and such other facilities as said corporation may desire for carrying on its work.

To receive, administer, disburse and/or invest gifts, devises and bequests by or from any person or corporation for carrying out the purposes of the corporation.

To issue bonds, notes, debentures and evidence of indebtedness and to secure the same by mortgage, deed of trust or otherwise for carrying out the purposes of the corporation.

To own or lease real estate, including but not limited to, office space, and to build, construct, erect, maintain and equip schools and such other houses or equipment as said corporation may desire for carrying on its work.

To mortgage, sell, encumber, deed or otherwise dispose of any property for carrying out the purposes of the corporation.

ARTICLE III

This corporation shall have no members.

ARTICLE IV

The term for which this corporation shall exist shall be perpetual.

ARTICLE V

The registered agent of this corporation shall be TK Registered Agent, Inc., and the registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VI

Section 1. The officers of this corporation shall be a President, a Secretary and a Treasurer and such other officers as may elected by the Board of Directors pursuant to the By-Laws of this corporation.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

Section 3. All conveyances, notes or mortgages pertaining to real estate of this corporation shall be signed by the President and/or Executive Director and attested by the Secretary and/or Treasurer.

ARTICLE VII

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have not less than three (3) directors, and the number of directors, manner of filling vacancies in the Board of Directors and manner of acting of the Board of Directors shall be as provided in the By-Laws.

Section 2. The names and addresses of the persons who are to serve as directors for the ensuing year or until the next annual meeting of the corporation are:

- | | |
|-------------------------|---|
| • Dr. Ronald Schaffer | P.O. Box 1155
Fitzgerald, GA 31750-1155 |
| • Dr. Mike Higgins | 11415 Hope International Drive
Tampa, Florida 33625 |
| • Dr. Roger Stombaugh | 236 Middlebelt Road
Garden City, MI 48135 |
| • Dr. Arlie Cole | P.O. Box 168
Society Hill, FL 32934 |
| • Randall Collins | 8011 Woodstone Dr
Hixson, TN 37343 |
| • Dr. Jerold Farrington | 5801 Old Concord Road
Charlotte, NC 28213 |
| • Richard Heston | 195 SW Billowing Glen
Lake City, FL 32024 |
| • Tommy Reaves | 5740 W. Norvell Bryant Highway
Crystal River, FL 34429 |
| Danny Reaves | 1754 Harrison Street,
Garden City, MI 48135 |

ARTICLE VIII

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles of Incorporation may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

ARTICLE X

The address of the principal office and the mailing address of this corporation shall be 11415 Hope International Drive, Tampa, Florida 33625.

ARTICLE XI

Section 1. No part of the net earnings of this corporation shall inure to the benefit of any private individual or director or officer of this corporation, except that this corporation shall be empowered to pay reasonable compensation for services rendered to or for this corporation

and to make payments and dispositions in furtherance of the purposes set forth in Article II above.

Section 2. This corporation shall not carry on propaganda or otherwise act to influence legislation. This corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(a) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the “Code”) or the regulations issued thereunder; or

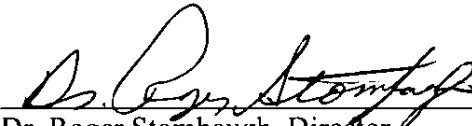
(b) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

ARTICLE XII

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to charitable organizations which have then qualified for exemption under Section 501(c) (3) of the Code, and none of the assets will be distributed directly or indirectly to any member, officer or trustee of this corporation. The dissolution of this corporation requires a vote of at least two-thirds of the members of the Board of Directors.

IN WITNESS WHEREOF, we, the directors, have signed below for the purpose of amending and restating the Articles of Incorporation of this corporation not for profit under the laws of the State of Florida.

Dated: 6-19-2013


Dr. Roger Stombaugh, Director