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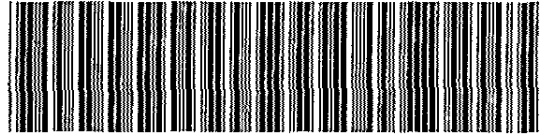
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*Amended &
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Change*

05 APR 26 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*for
4/27/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 330365 6099A

AUTHORIZATION *Patricia Pignato*

COST LIMIT : \$ 43.75

ORDER DATE : April 22, 2005

PLEASE FILE 1ST

ORDER TIME : 3:33 PM

ORDER NO. : 330365-005

CUSTOMER NO: 6099A

CUSTOMER: Thomas A. Sheehan, Iii
Moyle Flanigan Katz Raymond &
P.O. Box 3888

West Palm Beach, FL 33402-3888

DOMESTIC AMENDMENT FILING

NAME: HANLEY CENTER FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HANLEY CENTER FOUNDATION, INC.
(To be renamed Help Becomes Hope, Inc.)

FILED
05 APR 26 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract and the Chair of the hereinafter described corporation, hereby files and certifies that these Amended and Restated Articles of Incorporation of Hanley Center Foundation, Inc. (the "Corporation"), have been adopted by the unanimous written consent of the Member of the Corporation. The date of adoption of these Amended and Restated Articles of Incorporation is April 21, 2005.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Help Becomes Hope, Inc. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 5200 East Avenue, West Palm Beach, Florida 33407.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Member, directors, or officers, except that this 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 II hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V

Board of Directors

This Corporation shall have not more than seventeen (17) Directors, but shall never be less than three (3). The Directors of this Corporation shall be selected as set forth in the Bylaws of the Corporation.

ARTICLE VI

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of three-fourths (3/4) of all then-sitting Directors.

ARTICLE VII

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by the affirmative vote of three-fourths (3/4) of all then-sitting Directors.

ARTICLE VIII

Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of this Corporation, or any settlement thereof, whether or not he or she is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE IX

Dissolution

In the event of dissolution, any residual assets of this Corporation shall be distributed as directed by the Member for one or more exempt purposes specified in Section 501(c)(3) of the

Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue law of the United States, or to the federal, or a state, or a local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned Chair has executed these Amended and Restated Articles of Incorporation, this 21st day of April, 2005.

Michael J. Hanley
Print Name: Michael J Hanley

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of April, 2005, by Michael J Hanley and

he/she is personally known to me, **OR**
_____ has produced _____ as identification.

Thomas A Sheehan III
Notary Name: _____
Notary Public Serial (Commission) Number
(if any) _____

(NOTARY STAMP)

