

PEOPLE REACHING OUT, INC.

14070 EJ Paige Road
SANDERSON, FL 32087

Leonard E. Lewis, Executive Director
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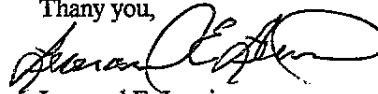
N000000003398

February 5, 2001
Re: N00000003398

To: Claretha Golden

This is an amended copy of my articles of incorporation and by-laws. Enclosed are two copies.

Thany you,



Leonard E. Lewis
Founder/CEO

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*****35.00 *****35.00

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 26 AM 10:32

Amended & Restated
LFL 2-26-2001

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEOPLE REACHING OUT, INC.**

Article I Name

The name of the corporation shall be "People Reaching Out, Inc."

Article II Principal Office

This Corporation is a nonprofit corporation.

The principal place of business and mailing address of this corporation shall be:

14070 E. J. Paige Road
Sanderson, Florida 32087

Article III Purpose(s)

The purposes for which this corporation is organized and will be operated shall be:

Section 1 Primary Purpose

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

(d) This corporation is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are:

- to provide after-school tutorial assistance for minority youth in low income communities.
- to collaborate with other non-profit organizations for providing wider support.
- to develop high self-esteem in minority youth.

Article IV Manner of Election of Directors

The manner in which the directors are elected or appointed is: The directors will be appointed by the founder of People Reaching Out, Inc. Afterwards, all new members will be elected in accordance with the development of the By-laws.

Article V Registered Office and Agent

The location of this Corporation is in the City of Sanderson, County of Baker, State of Florida. The name and address of the registered office is 14070 E.J. Paige Road, Sanderson, Florida 32087, and the name of the registered agent at the same address is Joann H. Lewis.

Article VI Incorporator

The **name and address** of the Incorporator of these Articles of Incorporation are:

Leonard E. Lewis
PO Box 262
Sanderson, Florida 32087

Article VII Dissolution

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

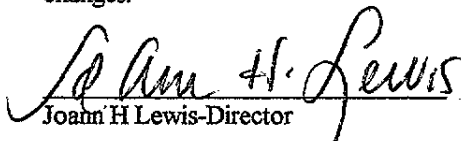
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article VIII The Board of Directors

Name and Addresses:

Minister Glen Cherry Rt. 19 Box 1815, Lake City, FL 32025
Deacon Leonard Lewis P.O. Box 262, Sanderson, FL 32087
Deaconess Joann Lewis 14070 EJ Paige Road, Sanderson, FL 32087
Minister Almeda Wallace P. O. 368, Sanderson, FL 32087
Sister Sylvia Williams P. O. Box 32, Sanderson, FL 32087

*The amended and restated articles of incorporation has been accepted and approved by the incorporation's board of directors on December 12, 2000. There are no current members in the organization to vote on the changes.


Joann H Lewis-Director