

No1000000842

LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE (772) 231-1100
FAX (772) 231-2020

TODD W. FENNELL, LL.M.
TROY B. HAFNER, LL.M.**
SUSAN L. CHENAULT
BRIAN J. CONNELLY
MARSHA P. WIKFORS
SANDRA G. RENNICK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

OF COUNSEL
SAMUEL A. BLOCK

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

May 28, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 11 PM 3:58

Re: *Project H.O.P.E., Inc.*
Document Number N01000000842

200005621472--7
-05/28/02--01059--008
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Original and one copy of the Amended and Restated Articles of Incorporation of Project H.O.P.E., Inc., a Florida corporation. Please return one certified copy to me. I have enclosed a return envelope for your convenience in that regard.
2. This firm's check in the amount of \$35.00 representing the filing fee is enclosed.

Thank you and please call me if you have any questions.

Sincerely,

Marsha P. Wikfors (ksr)

Marsha P. Wikfors

MPW:ksr
Enclosures

SIGNED IN HER ABSENCE
TO AVOID DELAY

Marsha Wikfors GAVE
AUTHORIZATION BY PHONE TO
Deleter "Initial" *Art. X*
DATE *7/15/02*
DOC. EXAM *23*

V SHEPARD JUL 16 2002

Restated Articles

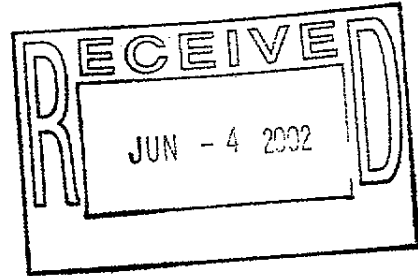


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 31, 2002

MARSHA P. WIKFORS
979 BEACHLAND BLVD.
VERO BEACH, FL 32963

SUBJECT: PROJECT H.O.P.E. INC.
Ref. Number: N01000000842



We have received your document for PROJECT H.O.P.E. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 102A00035342

Rec'd 7/11

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O'NEILL, MARINE, CARTER & HAFNER, P.A.**

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*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

July 9, 2002

Certified Mail, Return Receipt
Requested #7001 0320 0005 5320 0475

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Project H.O.P.E., Inc.
Document Number N01000000842

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Original and one copy of the Amended and Restated Articles of Incorporation of Project H.O.P.E., Inc., a Florida corporation. Please return one certified copy to me. I have enclosed a return envelope for your convenience in that regard.
2. A copy of your correspondence dated May 31, 2002.

Thank you and please call me if you have any questions.

Sincerely,


Marsha P. Wikfors

RECEIVED
DIVISION OF CORPORATIONS
02 JUL 17 AM 10:33

RECEIVED
DIVISION OF CORPORATIONS
02 JUL 17 AM 10:33
MPW:ksr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
02 JUL 11 PM 3:58

ARTICLES OF RESTATEMENT

OF

PROJECT H.O.P.E. INC.

WHEREAS, Articles of Incorporation were filed on February 5, 2001, under the name **PROJECT H.O.P.E. INC.** (Document Number N01000000842); and

WHEREAS, in order to qualify such corporation as a tax exempt entity under the Internal Revenue Code and related regulations, it is necessary to restate the Articles of Incorporation to include language meeting the Organizational Test of section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Directors of **PROJECT H.O.P.E. INC.** have unanimously consented to the changes as set forth herein, and have authorized the undersigned Director to file these Articles of Restatement with the State of Florida; and

WHEREAS, these Articles of Restatement contain no amendments for which member approval is required.

NOW, THEREFORE, the undersigned President and Director of **PROJECT H.O.P.E. INC.** hereby duly executes and files these Articles of Restatement in accordance with Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

ARTICLE I

NAME

The name of the Corporation is **PROJECT H.O.P.E. INC.**

ARTICLE II

PRINCIPAL OFFICE

The place of business of this Corporation shall be:

4545 38th Avenue
Vero Beach, Florida 32967

ARTICLE III

EXEMPT STATUS

This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

MEMBERSHIP

Membership in this Corporation shall be in accordance with and governed by the bylaws of the Corporation.

ARTICLE V

PURPOSES

The purpose of this Corporation is to provide a mentoring and educational counseling project to meet the needs of students and other interested members of the community, and their families for better health, education, home life, economic opportunities, and better human relations.

To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Florida Not-for-Profit Corporation Act.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be elected and appointed as stated in the Bylaws.

ARTICLE VII

DISTRIBUTION UPON DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by a majority of the Board of Directors.

ARTICLE VIII

INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IX

PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE X

REGISTERED AGENT

The initial registered office of this Corporation shall be located at 4545 38th Avenue, Vero Beach, Florida 32967, and the ~~initial~~ registered agent of this Corporation at such office shall be REVEREND HENRY BURSON, JR. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE XI

AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Restatement in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

5th IN WITNESS WHEREOF, this certificate has been signed by the undersigned Director, this day of July, 2002.

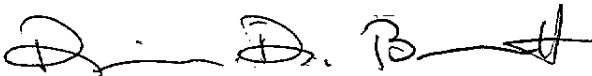


REVEREND HENRY BURSON, JR., Director

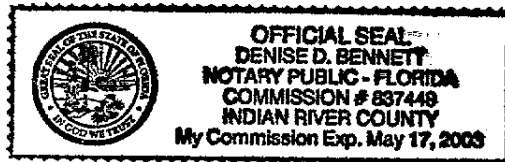
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared REVEREND HENRY BURSON, JR., well known to me, or who has produced a drivers license for identification, to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of July, 2002.



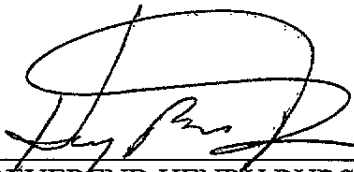
Notary Public. State of Florida.
My commission expires:



PROJECT H.O.P.E. INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **REVEREND HENRY BURSON, JR.**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, as amended by the Articles of Restatement, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

DATED this 5th day of July, 2002.



REVEREND HENRY BURSON, JR.