

No 1000000 2208
THE FRANKLIN LAW FIRM, P.A.

JAMES R. "RUSTY" FRANKLIN

Admitted in Florida and Illinois

Suite C-3
215 Imperial Boulevard
Lakeland, FL 33803
(863) 648-1812

March 6, 2001

Mailing Address:
Post Office Box 2883
Lakeland, FL 33806-2883
FAX: (863) 648-4311

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-03/06/01--01054--002
*****78.75 *****78.75

Re.: Filing of Articles of Incorporation for
Helping Hands Equipment Lending Library for Children, Inc.,
a Florida Not For Profit Corporation

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Helping Hands Equipment Lending Library for Children, Inc., a Florida Not For Profit Corporation together with a Certificate Designating Place of Business or Domicile for Service of Process Within Florida, Naming Agent Upon Whom Service May Be Made.

Enclosed is a check in the amount of \$78.75 for the filing fees and to obtain certified copies.

In accordance with F.S. 607.0203(1), the corporation began its existence on March 6, 2001, when the Articles were subscribed. I understand that you will file the Articles within five (5) days from the date of this letter, in compliance with that statute.

Please forward the Certificate of Incorporation and a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Sincerely,

THE FRANKLIN LAW FIRM, P.A.


James R. "Rusty" Franklin

enclosures (as noted)

FILED
01 MAR 29 PM 4:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 9, 2001

JAMES R. FRANKLIN
POST OFFICE BOX 2883
LAKELAND, FL 33806-2883

SUBJECT: HELPING HANDS EQUIPMENT LENDING LIBRARY FOR
CHILDREN, INC.
Ref. Number: W01000005440

We have received your document for HELPING HANDS EQUIPMENT LENDING LIBRARY FOR CHILDREN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article states there will be director(s), whereas is/are listed.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6933.

Dale White
Document Specialist

Letter Number: 001A00014643

**SECOND AMENDED ARTICLES OF INCORPORATION OF
HELPING HANDS EQUIPMENT LENDING LIBRARY FOR CHILDREN, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby executes and acknowledges these Second Amended Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I
Name and Principal Office

The name of the corporation shall be Helping Hands Equipment Lending Library for Children, Inc., a Florida Not for Profit Corporation. The initial principal office and mailing address for the corporation shall be 4435 Old Colony Road, Mulberry, Florida 33860.

ARTICLE II
Term of Existence

This corporation shall have perpetual existence, commencing on March 26, 2001.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to provide equipment lending for special children to the members of the Central Florida community. This corporation is organized exclusively for charitable, scientific and educational purposes.

ARTICLE IV
Not for Profit

The corporation is not for profit under Chapter 617, *Fla. Stat.* The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these Articles, under law and under IRC § 501 (c) (3) (referred to herein as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under Florida law and under IRC § 501 (c) (3).

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

Powers

Solely for the above-listed purposes, the corporation shall have all powers conferred by the laws of the State of Florida upon corporations, specifically defined in § 617.0302, *Fla. Stat.*, including, but not limited to, the power:

- (a) To exercise all rights and powers conferred by the laws of the State of Florida for nonprofit corporations, including, but not limited to those set forth in Chapter 617, *Fla. Stat.*, and the following powers: to acquire by bequests, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property, income, principal and proceeds of the property.
- (b) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.
- (c) To have perpetual succession by its corporate name;
- (d) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (f) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- (g) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;
- (h) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE VI
No Shareholders

The corporation shall not have shareholders. The corporation shall not issue shares of stock.

ARTICLE VII
Limitation of Distributions

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors, officers, but the 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 these Articles.

ARTICLE VIII
Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under IRC § 501 (a) as an organization described in IRC § 501 (c) (3) and which is other than a private foundation as defined in IRC § 509. These Articles shall be construed accordingly and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRC § 501 (c) (3). All reference in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE IX
Registered Office and Agent

The street address of the initial registered office of this corporation shall be 4435 Old Colony Road, Mulberry, Florida 33860. The name of its initial registered agent shall be James R. Franklin, 215 Imperial Boulevard, Suite C-3, Lakeland, Florida 33803.

ARTICLE X
Directors

This corporation currently has four directors. The number of directors may be increased or decreased from time to time by the bylaws of the corporation, provided that the corporation shall always have, at least three directors, pursuant to § 617.0803, *Fla. Stat.* (1999). Pursuant to § 617.0202(d), *Fla. Stat.* (1999), the method of election of directors is as stated in the bylaws of the corporation.

ARTICLE XI
Current Directors

The names of the current director of this corporation, who shall serve until their successors are duly elected and qualified, shall be:

Sherri Claydon Richard Van Baalen
Richard Coffelt, Sr. Kathy Galbicka

ARTICLE XII
Incorporator

The name and street address of the incorporator of this corporation shall be:

James R. Franklin
215 Imperial Boulevard, Suite C-3
Lakeland, Florida 33803.

ARTICLE XIII
Bylaws

The corporation shall have:

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the directors entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XIV
Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney's fees or expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific

case after determination, in the manner required by the Board of directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances, because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney's fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of any foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may also pay or reimburse for the reasonable attorney's fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual(s) against the same claims under law. All references in these Articles of Incorporation are deemed to include any amendments or successors thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees or expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provision regarding indemnification shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XV Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of the Florida Tenth Judicial Circuit Court in and for Polk County, Florida, exclusively for the purposes of the corporation or to a qualified organization or organizations as that Court may determine. For the purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC § 170 (c) (1) or IRC § 170 (c) (2) (B) and is described in IRC § 509 (a) (1), (2) or (3).

ARTICLE XVI
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Second Amended Articles of Incorporation this 26th day of March, 2001.



_____(SEAL)
James R. Franklin, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority, this 26th day of March, 2001,
personally appeared James R. Franklin, who is personally known to me, and he
acknowledged to me that he executed the foregoing Articles of Incorporation of Helping
Hands Equipment Lending Library for Children, Inc., a Florida Not for Profit
Corporation.



Valerie Wright
My Commission CC979803
Expires November 05, 2004



NOTARY PUBLIC, State of Florida

My Commission Expires: _____

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That Helping Hands Equipment Lending Library for Children, Inc., a Florida Not For Profit Corporation, desiring to organize under the laws of the State of Florida, has named James R. Franklin, 215 Imperial Boulevard, Suite C-3, Lakeland, Florida 33803, as its agent to accept service of process within the State of Florida.

DATED this 28th day of March, 2001.

By: 

James R. Franklin
Its Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 28th day of March, 2001.


James R. Franklin

FILED
01 MAR 29 PM 4:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA