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Helping Young Americans
P.O. Box 510
MAR 2004
Marco, Island, FL 34146

Office Use Only

Amend
MAD 5/19

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
Helping Young Americans, Inc.**

These articles do fully and completely amend and replace articles filed August 8th 2001 filing # 1000005816 under the name of "Helping Young Americans Inc.", for which this corporation was formed. These Amended and Restated Articles were adopted on April 21st, 2004 by the Board of Directors and there are no members entitled to vote.

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE 1
Name & Principal Office**

Section 1.01. The name of the Corporation is "Helping Young Americans, Inc.".

The address of the principal office of this corporation is PO Box 5100 Marco Island, FL 34146-5100.

**ARTICLE 2
Purpose**

Section 2.01. Said corporation is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of Section 170 (c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986 (code) or the corresponding provision of any future United States Internal Revenue Law and within said limitations, to do any and all things permitted by law to be done by a corporation not-for-profit under Chapter 617 of the Florida Statutes. Within the above stated limitations, but in no way limiting the general powers of the corporation afforded by Florida law, this corporation is organized and shall operate primarily to educate, encourage, disciple, fellowship with, and activate America's parents and youth to put Jesus Christ first in their lives. The corporation plans to accomplish this through interactive websites, camps, mission trips, community involvement, field trips, drama presentations, Christian video productions and sound recordings, devotions, bible studies, article and book writing, retreats, counseling, seminars, and through promotion of Christian education by providing scholarships to youth to attend Christian schools.

Within the authority described above, the corporation may acquire and receive property of every kind by any legal means whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise: own, hold, manage expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease mortgage, and encumber any such property; and exercise any other powers that are consistent with the foregoing purposes and that are afforded to this corporation under the Florida Not for Profit Corporation Act.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on (i) by an organization which is

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exempt from Federal income tax under Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code or by any future federal tax code.

ARTICLE 3

Manner of Election

Section 3.01. All officers shall be nominated and subsequently elected by all existing members of the Board of Directors in accordance with the Code of bylaws.

ARTICLE 4

Directors

Section 4.01. All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the corporation's Board of Directors, subject to any limitation set forth in these Amended and Restated Articles of Incorporation. This corporation shall have (3) members of the Board of Directors. The names and addresses of the Board of Directors are:

Robert Olson	900 Montego Court	Marco Island, FL 34146
Jon Short	5100 SW 20 th Ave.	Cape Coral, FL 33914
Robert Biggs	PO Box 5100	Marco Island, FL 34146

Section 4.02. The number of officers of the Corporation shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws.

ARTICLE 5

Initial Registered Agent and Street Address

Section 5.01. The street address of the registered office of the corporation shall be 900 Montego Court, Marco Island, FL 34146, and the name of the registered agent of the corporation at that address is Robert Olson .

ARTICLE 6

Limitations on Activities

Section 6.01. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof and otherwise allowed by law. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities.

ARTICLE 7

Liability Statement

Section 7.01. The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligation of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

ARTICLE 8

Non-Stock

Section 8.01. This corporation shall have no capital stock, either authorized or issued.

ARTICLE 9

Code of Bylaws; Indemnification; Amendments to Articles

Section 9.01. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a majority vote of the Directors is necessary to take these actions.

Section 9.02. 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 expenses incurred by the director or officer in connection with the proceeding.

ARTICLE 10

Dissolution

Section 10.01. This corporation may be dissolved in accordance with the laws of the State of Florida. In the event of dissolution, all liability and obligations of this corporation and all costs and expenses incurred by this corporation in connection with its dissolution shall be paid and the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Code, or to the Federal, State, or local government for exclusively public purposes, all in such proportions as shall be determined: (a) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida to be conducted under court supervision, or (b) by a court of competent jurisdiction if the dissolution is required by the laws of the State of Florida to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in the article, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitations, and if the conditional limitations occurs by reason, or conveyed in accordance with the terms and provision of such trust, conditions, or

limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

ARTICLE 11 Incorporator

Article 11.01. The name and address of the incorporator of these Articles of Incorporation is:

Robert Olson 900 Montego Court Marco Island, FL 34146

ARTICLE 12 Existence

Article 12.01. This corporation is to have perpetual existence.

In witness whereof, the undersigned, as the Incorporator of Helping Young Americans, has executed these wholly amended Articles of Incorporation this first ~~first~~ day of MAY, 2004.


Robert Olson