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December 7, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: Restated Articles of Incorporation of Joyful Partner Foundation, Inc.,
Being Renamed Dunamis Foundation, Inc.

Dear Madam or Sir:

Enclosed for filing please find the Restated Articles of Incorporation of Joyful Partner Foundation, Inc., which change the corporate name to Dunamis Foundation, Inc. In addition, please find the signed Certificate of Adoption.

Also enclosed is the appropriate filing fee. Please provide a certified copy of the Restated Articles.

Thank you for your assistance.

Sincerely,

David J. Markese
David J. Markese
Bird & Associates, P.C.

Wendell R. Bird
Wendell R. Bird, P.C.
Bird & Associates, P.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 10 AM 8:34

Restated art. & N/C

V SHEPARD DEC 13 2001

RESTATED ARTICLES OF INCORPORATION OF
JOYFUL PARTNER FOUNDATION, INC.
A NONPROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 10 AM 8:34

These Restated Articles of Incorporation of JOYFUL PARTNER FOUNDATION, INC. (being renamed DUNAMIS FOUNDATION, INC.), which require the affirmative vote of two (2) of the three (3) current directors in order to be adopted by the corporation, and which do not require any vote of members (no amendment other than to change the corporate name), are adopted and authorized by unanimous written consent of the three current directors on and as of the date December 3, 2001, and amend and supersede the original Articles of Incorporation, which have never been heretofore amended; and purport merely to change the corporate name and to restate all those provisions then in effect not being amended by such new amendment; all pursuant to Section 617.1007 of the Florida Statutes as amended.

ARTICLE I. NAME

The name of the corporation is:

DUNAMIS FOUNDATION, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Corporations Not For Profit Code as amended.

ARTICLE III. PURPOSES

The corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including but not limited to the following (subject to the foregoing purposes): to receive and maintain a fund or funds to expend, contribute, disburse or otherwise dispose of the income and principal thereof, exclusively for charitable, religious and educational purposes, and to take and hold by bequest, devise, gift, purchase or lease for any of its purposes, any property, real or personal, without limitation as to the amount or value, and to sell, transfer and convey such property, and invest and reinvest any principal and income, and employ, donate and expend the income and principal in such manner as will best promote the objects of the corporation. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Corporations Not For Profit Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that 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 Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

ARTICLE VII. NO MEMBERS

Section 1. No Members. The corporation shall not have members.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any 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, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE X. PRIVATE FOUNDATION RESTRICTIONS

Section 1. Restrictions. Until the Internal Revenue Service issues a determination letter regarding the tax exemption of the corporation and thereafter for such time as the corporation

continues to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director;

provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in the Florida Corporations Not for Profit Code as amended; (iv) For any transaction from which the director received an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 (including the corresponding provisions of any future United States internal revenue law, and not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Corporations Not For Profit Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Corporations Not For Profit Code, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Restated Articles of Incorporation, pursuant to Section 617.1007 of the Florida Statutes.

JOYFUL PARTNER FOUNDATION
DUNAMIS FOUNDATION, INC.

BY: Joy E. D'Arata
Joy E. D'Arata, President

ATTEST: Richard E. D'Arata
Richard E. D'Arata, Secretary

CERTIFICATE OF ADOPTION OF
RESTATED ARTICLES OF INCORPORATION

I hereby certify that the Restated Articles of Incorporation of the corporation contain no amendments requiring member approval. The Restated Articles of Incorporation have been adopted by the Board of Directors, pursuant to § 617.1007 of the Florida Statutes.

BY: 
Joy E. D'Arata, President

ATTEST: 
Richard E. D'Arata, Secretary