

N01000007691

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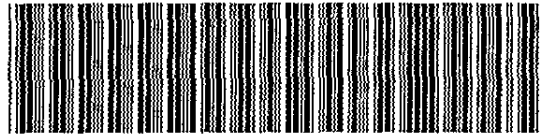
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Amber R. Smith  
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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 3, 2002

IVAN GOMEZ, P.A.  
601 BRICKELL KEY DR., SUITE 507  
MIAMI, FL 33131-2623

SUBJECT: WORLD HANDS NETWORK, INC.  
Ref. Number: N01000007691

We have received your document for WORLD HANDS NETWORK, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please remove any reference to chapter 607 in your document.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 802A00064312

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORLD HANDS NETWORK, INC.  
a Florida Not For Profit Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is WORLD HANDS NETWORK, INC.

**ARTICLE II**

**OFFICE AND MAILING ADDRESS**

The initial principal office of the Corporation is located at 225 N.E. 34TH STREET, SUITE 100, MIAMI, FL 33137, address of office, and the mailing address of the Corporation is 225 N.E. 34TH STREET, SUITE 100, MIAMI, FL 33137.

**ARTICLE III**

**PURPOSE**

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding provision of any future United States Revenue Law ("Code").

**ARTICLE IV**

**POWERS**

The Corporation shall possess and exercise all the powers and privileges granted by Chapters

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MIAMI ASSOCI. FLOOR

617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

## **ARTICLE V**

### **LIMITATIONS**

5.1 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, Officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

5.2 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

5.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

## **ARTICLE VI**

### **NONSTOCK/NONMEMBERSHIP CORPORATION**

The Corporation shall be organized as a nonstock corporation and shall have no members.

## **ARTICLE VII**

### **TERM OF EXISTENCE**

The term for which the Corporation is to exist shall be perpetual.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Board of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons. The following persons shall constitute the Board of Directors of the Corporation:

NAME	ADDRESS
TIFFANY B. FRAZER	225 N.E. 34TH STREET MIAMI, FL 33137
PAT TRACEY	101 ALBACORE LANE JUPITER, FL 33477
TROY FRAZER	225 N.E. 34TH STREET MIAMI, FL 33137

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the incorporator of the Corporation is:

TIFFANY B. FRAZER	225 N.E. 34TH STREET MIAMI, FL 33137
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## **ARTICLE X**

### **REGISTERED OFFICE**

The street address of the registered office of the Corporation is 225 N.E. 34TH STREET, SUITE 100, MIAMI, FL 33137, and the name of the Registered Agent of the Corporation at that address is TIFFANY B. FRAZER.

## **ARTICLE XI**

### **BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

## **ARTICLE XII**

### **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Revenue Law ("Code"). Any such asset not so disposed of shall be disposed of by the appropriate Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XIII**

### **GENERAL**

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942

of the Code.

(2) The Corporation shall not engage in any act of "self-delaying", as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code.

#### **ARTICLE XIV**

#### **AMENDMENTS**

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors of the Corporation eligible to vote by a Written Consent signed by them on 09/24/02, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Florida Statutes. There are no members entitled to vote.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on this 24 day of September, 2002.

Tiffany B. Frazer  
TIFFANY B. FRAZER  
INCORPORATOR

(CORPORATE SEAL)

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the appointment as the Registered Agent of WORLD HANDS NETWORK, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

Date: 9/24/02

Tiffany B. Frazer  
TIFFANY B. FRAZER