

TRANSMITTAL LETTER

N01000008400

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

APPROVED
01 NOV 30 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: United Hope, Inc.
(Proposed corporate name - must include suffix)

000004701000--4
-12/03/01--01001--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Melissa Helmbecht
Name (Printed or typed)

12200 Sapphire Drive
Address

Cleemont, FL 34711
City, State & Zip

352-394-6054
Daytime Telephone number

RECEIVED
01 NOV 30 PM 3:29
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

[Signature] 11/30

**Articles of Incorporation
Of the
United Hope, Inc.**

APPROVED
AND
FILED
01 NOV 30 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL THESE MEN BY THESE PRESENTS:

That We, The Undersigned, natural person of the age of eighteen (18) or more, acting as incorporator of a nonprofit corporation under the laws of Florida and the United States of America. Hereby adopt these Articles of Incorporation for such nonprofit corporation.

Article One

The name of the nonprofit corporation is United Hope, Inc. (hereinafter the "Corporation").

Article Two

The Corporation is a nonprofit corporation.

Article Three

The period of the Corporation's duration is perpetual.

Article Four

The purposes for which the Corporation is formed are to do any and all things hereinafter mentioned including, but not limited to, the following, to wit:

A. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More particularly, the purpose of this corporation is:

B. **SPECIFIC PURPOSE:** The specific purpose for which this corporation is organized and intends to actually engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct are as follows:

- 1) To use technology to strengthen humanity.
- 2) To provide relief to the poor, distressed, and underprivileged, specifically children.
- 3) To provide children with resources to improve the quality of their lives.
- 4) To build and renovate orphanages, schools, libraries, and community centers around the world.
- 5) To organize community service projects.
- 6) To organize events to benefit children.
- 7) To create programs to benefit children.

- 8) To perform any other services and projects aimed at helping children.
- 9) To create programs to reduce violence, neighborhood tensions, and discrimination against children.
- 10) To create and implement programs to combat community deterioration and juvenile delinquency around the world.
- 11) To create a network of essential family, community, and educational services.
- 12) To develop and facilitate the development of innovative educational programs for communities in the United States and around the world.
- 13) To permit parents, students and other school/community members to have greater control over and participation in the educational process.
- 14) To create a network which links essential family, community, and educational services, which maximizes the potential for pupil learning.
- 15) To increase for students and parents, the educational choices available when selecting a learning environment that they feel is most appropriate.
- 16) To develop and encourage the use of different and innovative learning/teaching methods.
- 17) To develop and establish new standards for accountability for schools.
- 18) To provide the community information in the form of seminars, community programs, and other information media, concerning education, public education and other relevant topics.

- (a) Such services will be provided in such a manner that no part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its members, trustees, officers, directors 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 with in these Articles of Incorporation and its Bylaws. 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 or intervene in (including the publishing or distribution of statements) any political campaign on or on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on 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.
- (b) In the event that any individual, firm, corporation or other organization, by last will and testament, deed or writing shall give, devise or bequeath to the corporation funds, securities or other properties, and therein shall designate one or more limited purposes (within the scope of the general purposes set forth within these Articles of Incorporation), to which the whole or a portion of the principal or income or both, of such gift, is to be applied by the Corporation to the achievement of such purposes, the Board of Directors shall have power to accept such gift or gifts strictly in accordance with the provisions of said last will and testament, deed or other writing. In no event and under no circumstances, however, shall the Board of Directors accept any such gift or undertake the administration or distribution thereof, if the limited purpose or purposes to which the principal or income, or both, is to be applied and distributed, shall not be within the scope of the general purposes set forth within these Articles of Incorporation.
- (c) Subject to the provisions of these Articles of Incorporation, to acquire, receive, purchase, take by gift, grant, devise, bequest, or otherwise, real, personal, or mixed property of

every kind and description, wheresoever the same may be situated and without limit as to amount, including, but without limiting the generality of the foregoing, money, land, building, mortgages, stock debentures, other securities, bills, notes, claims, or other interests in any property which may be necessary or convenient for the conduct of the purposes of the Corporation; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise deal with the same at its pleasure; to borrow money from any person, firm or corporation and to issue notes or obligations of the Corporation and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Corporation; to retain employees, independent contractors and consultants, for the purpose of performing the purposes of the Corporation; to maintain adequate and complete books and records of all such purposes and to own and hold such real and personal property as will be useful or necessary to the successful operation of the foregoing activities.

- (d) The Corporation shall have the power to do and perform all things whatsoever set out within these Articles of Incorporation, which are necessary, or incidental to the accomplishment of the purposes set forth herein.

Article Five

The street address of the initial registered office of the Corporation is, and the name of the corporation's initial registered agent at such address is Marcus J. Pickering, 816 Sandlewood Drive, Orange Park, Florida 32065

Article Six

The street address of the Principal place of business is: 12200 Sapphire Drive, Clermont, Florida 34711.

Article Seven

The Corporation shall have not less than three (3) or more than fifteen (15) directors, as the Board of Directors shall determine from time to time. The method of electing Directors shall be as set forth in the bylaws of the Corporation. The number of trustees constituting the first board is 3, and the names and addresses of the persons who are to serve as such trustees are:

William Helmbrecht
103 N. Lincoln Avenue
Wenonah, NJ 08090

Melissa J. Helmbrecht
12200 Sapphire Drive
Clermont, FL 34711

Nicholas Walters
778 West Cross Street
Baltimore, MD 21230

Marcus J. Pickering
816 Sandlewood Drive
Orange Park, Florida 32065

Matthew T. Varney
5626 South Independence Court
Littleton, Colorado 80123

Katy Ballenger
2950 E. Manorcrest Court
Salt Lake City, Utah 84121

Article Eight

The name and the street address of the incorporator is:

Nicholas Walters
778 West Cross Street
Baltimore, MD 21230

Article Nine

The Corporation shall not have voting members.

Article Ten

The Corporation is organized under the Laws of the State of Florida, which shall govern all relationships between the Corporation and its employees, officers and creditors.

Article Eleven

- (a) **INDEMNIFICATION:** The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Sections 15A: 2-8 and 15 A: 3-4 of the New Jersey Nonprofit Corporation Act, to the full extent otherwise permitted by law. A trustee or officer shall not be personally liable to the Corporation for damages for breach

of any duty owed to the Corporation, its beneficiaries or its Board of Trustees, except that nothing contained herein shall relieve a trustee or officer from liability for any breach of a duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation, (b) but in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

Article Twelve

Dissolution: Upon dissolution of the Corporation, the Board of Directors, acting as trustees in liquidation, shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation to, or to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as the Board of Directors shall designate, provided that, as of the date of such disposition, no such entity shall be entitled to receive assets in dissolution of the Corporation unless such entity is exempt from federal income tax under Section 501 (c) (3) of the Code. Any assets not so distributed shall be disposed of by the state district court, in its discretion, shall deem best able to accomplish the charitable, scientific, religious, or educational purposes of the Corporation, preferably in such a manner as to further the Corporation's goal of providing charitable services.

Article Thirteen

ANNUAL MEETING: The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

Article Fourteen

FISCAL YEAR: The fiscal year of the Corporation shall end on December 31st of every year.

IN WITNESS WHEREOF, I, the undersigned incorporator, have set my hand, this 30th day of November 2001.

Having been named as registered agent to accept service of process for the above stated corporation, United Hope, Inc. at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

Marcus Pickering
Signature/Registered Agent, Marcus Pickering

Nick Walter
Signature/Incorporator, Nicholas Walters

11-30-01
Date

11-30-01
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV 30 PM 3:40

APPROVED
AND
FILED