

N03/58

calvaryChapel

"To God Be The Glory, GREAT Things He Has Done"

March 18, 2002

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

400005138834--2
-03/21/02--01038--003
*****78.75 *****78.75

Reference: His Caring Place, Inc.
Restated Articles of Incorporation

Dear Sir:

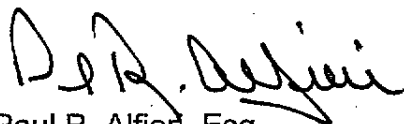
Enclosed are two (2) fully executed original copies of the Restated Articles of Incorporation and Designation of Registered Agent for His Caring Place, Inc..

Also enclosed is a check in the amount of \$78.75 to cover the filing of these documents with your office and the issuance of a certified copy of the Restated Articles of Incorporation.

Please return a certified copy of the Restated Articles of Incorporation to my office at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/lma
Encls.

FILED
02 MAR 21 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restat
T. Lewis 3/29/02

W028597

RESTATED ARTICLES OF INCORPORATION
OF

HIS CARING PLACE, INC.

The undersigned pursuant to applicable provisions of the Florida Not For Profit Corporation Act, hereby adopts the following Restated Articles of Incorporation:

FILED
02 MAR 21 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this Corporation shall be: HIS CARING PLACE, INC.

ARTICLE TWO

ADDRESS OF PRINCIPLE OFFICE

The address of the principle office of the corporation shall be 4700 NW 74th Place, Pompano Beach, FL 33073.

ARTICLE THREE

PURPOSES AND POWERS

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, the conducting of religious worship as a church and the making of distributions to or on behalf of organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

NONDISCRIMINATORY POLICY

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE FIVE

DIRECTORS

The Board of Directors shall be elected as provided for in the Bylaws of the corporation.

ARTICLE SIX

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE SEVEN

BYLAWS

The Bylaws of the corporation shall be made by the Board of Directors and may be amended, altered or rescinded by a majority vote of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE EIGHT

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors currently in office at any regular or special meeting called for that purpose.

ARTICLE NINE

REGISTERED AGENT

The Registered Agent upon whom service of process against this corporation may be made is Anne West. The Registered Agent and the Corporation's registered office is located at 4700 NW 74th Place, Pompano Beach, FL 33073.

ARTICLE TEN

INCORPORATOR

The name and mailing address of the Incorporators are:

Anne West
142 W. 98th Lane
Coral Springs, FL 33065

Bill Tuel
2001 NW 34th Street
Lighthouse Point, FL 33064

Gail Heinz
705 SE 5th Court
Deerfield Beach, FL 33441

Tina Banzhof
5302 NW 43rd Avenue
Ft. Lauderdale, FL 33319

Bonnie Callahan
10164 Ramblewood Drive
Coral Springs, FL 33065

ARTICLE ELEVEN

EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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. 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 or in opposition to any candidate for political office.

ARTICLE TWELVE

NONPARTISAN ACTIVITIES

This corporation has been formed under the Florida Not For Profit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purposes of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE THIRTEEN

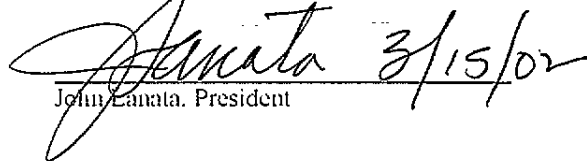
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is 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.

CERTIFICATE

1. This restatement contains amendments to the Articles of Incorporation that do not require Member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the Articles of Incorporation of His caring Place, Inc. as amended.
3. The date of adoption of the amendments was March 11, 2002.
4. The amendments and the Restated Articles of Incorporation were adopted by the Board of Directors and the number of votes cast were sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of March, 2002.


John Lanata, President

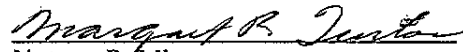
Attested to


Diane Ludwig, Secretary

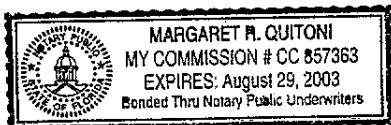
**STATE OF FLORIDA
COUNTY OF BROWARD**

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, John Lanata, President of His Caring Place, Inc., known to me to be the person(s) who executed the foregoing Restated Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of March, 2002.


Notary Public

My Commission Expires:



REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That His Caring Place, Inc. having been organized under the laws of the State of Florida Not For Profit Corporation Act, with its principle office, as indicated in the Articles of Incorporation at 4700 NW 74th Place, Pompano Beach, FL 33073 has named Anne West its Registered Agent; and 4700 NW 74th Place, Pompano Beach, FL 33073 as the place where service of process may be served within this State. That this designation has been duly approved by a resolution of the corporation's Board of Directors as applicable under Florida Statute.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Anne West, Registered Agent