

N04000000319

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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(Document Number)

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Special Instructions to Filing Officer:

Anna

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05 MAR -4 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/7

Accounting Management Advisors, Inc.

Established Since 1968

Congress Square, Ste J

4175 South Congress Ave

Lake Worth, FL 33461

Tel (561) 357-8885 Fax (561) 357-9112

Trusts
Wills
Estates

March 3, 2005

Income Taxes
Accounting
Business Consulting

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

Attention : Ms Anna Chestnut
Amendment Section

Re: SEASON OF HOPE , INC - Document # N04000000319
Restated and amended Articles of Incorporation

Dear Ms. Chestnut:


Please find enclosed, a duplicate set of the amendment to the Articles of Incorporation of Season of Hope, Inc along with our check in the amount of \$ 52.50 for the Filing fees, the Certified copy of the Articles and the Certificate of status.

The Articles have been amended to comply with Internal Revenue regulations and requirements.

Your help in processing the Articles at your earliest convenience would be greatly appreciated, since we need to meet with their response deadline of March 15, 2005.

Please accept our thanks for your kind help; should you need any additional information, feel free to contact the undersigned at the indicated number.

Yours truly,


George Boutro
4175 S Congress Ave., Ste J
Lake Worth, Fl., 33461
Phone # (561) 357-8885

NOTE : PLEASE RETURN DOCUMENTS
IN ENCLOSED FEDEX ENVELOPE
TO ME.

T H A N K S ,

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SEASON OF HOPE INC.

DOCUMENT NUMBER: NO4000000319

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

GEORGE BOUTRO
(Name of Contact Person)

ACCOUNTING MANAGEMENT ADVISORS INC
(Firm/ Company)

4175 S. CONGRESS AVE Ste J
(Address)

LAKE WORTH, FL 33461
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

GEORGE BOUTRO at (561) 357-8885
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

SEASON OF HOPE, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

NO4000000319

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co." (A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

THE ARTICLES OF INCORPORATION OF THE
SEASON OF HOPE, INC.
ARE RESTATED AND AMENDED IN
THEIR ENTIRETY

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

The date of each amendment(s) adoption: 3/3/2005

Effective date if applicable: 3/3/2005
(no more than 90 days after amendment file date)


Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3 day of MARCH, 2005.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

TOIVO J MAKI
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION
of
SEASON OF HOPE, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, Statutes Section 617.0202, providing for the formation, liability, rights, privileges and immunities of a corporation Not for Profit, and for that purpose, I hereby certify, declare and set forth as follows, to wit:

Article I - Corporate Name

The name of the Corporation shall be :

SEASON OF HOPE, INC.,

Article II - Location

The Corporate Location and mailing address are :

8172 Ambach Way
Lantana, FL 33462

Article III - Purpose

Article III (a)

Said organization is organized exclusivley for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

Article III (b)

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III (c)

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IV - Ministry

The organization shall offer refuge to the needy, and advance the Gospel of Jesus Christ in accordance with the Statement of Faith, (Mark 16:15-18)

Article V - Officers and Directors

Said Organization shall have, at all times, at least (3) three directors to be elected by active members of the organization.

Article VI - Organization's Powers

The organization's powers, though not limited, shall be subject to those authorized under section 617.0302, Florida Statute, and Internal Revenue Code.

Article VII - Initial Registered Office of Agent

The name of the initial Registered Agent and the street address of the initial registered office of the Organization are:

Toivo Johannes Maki
8172 Ambach Way
Lantana, FL 33462

Article VIII - Name and address of Incorporators

The name and post office address of the Incorporators are:

Toivo Johannes Maki
8172 Ambach Way
Lantana, FL 33462

Article IX - Name and address of Initial Directors

The name and street address of the individuals who are to serve as initial directors are:

President Toivo Johannes Maki
8172 Ambach Way
Lantana, FL 33462

Treasurer Dirk J Van Dalen, Th. D., D.R.E.
12 Mohawk Dr
Royal Palm Beach, FL 33411

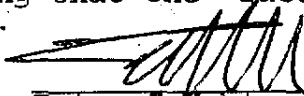
Secretary Fabrice Joanis
Mission Coordinator
P.O.Box 1288
Lake Worth, FL 33460

Article X - Other Guidelines

- 1 - The organization's membership shall consist of those born again christian believers who have been baptised in water, and accepted as members. Membership shall not be dependent upon the payment of dues.
- 2 - The membership can be terminated by the Board of Directors when the member fails to obey the organization's Bible doctrine.

- 3 - The organization shall have one class of membership. Each active member shall be entitled to one (1) vote.
- 4 - The Organization reserves the power to amend, alter, change or repeal any provisions contained in the Articles of incorporation in the manner now or hereafter prescribed by statute, and Internal Revenue Code.
- 5 - The power to adopt, alter, amend or repeal bylaws shall be vested in the Board.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a Not for Profit corporation, organized under the laws of the state of Florida, exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code, do make and file these Articles, thereby declaring that the facts herein are true, this March 3, 2005.



Toivo J Maki

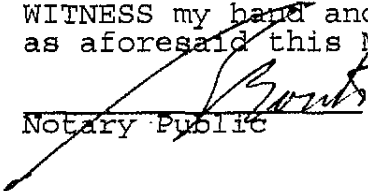
STATE OF FLORIDA
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared

Toivo J Maki

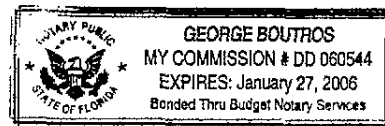
who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged before me that he executed same,

WITNESS my hand and official seal in the County & State as aforesaid this March 3, 2005.



Notary Public

State of Florida at Large
My commission expires:



Certificate designating the place of business or domicile for the Service of Process within the State of Florida, and naming agent upon whom Process may be served,

Toivo J Maki

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

First that,

SEASON OF HOPE, INC.,

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at

8172 Ambach Way
Lantana, FL 33462

has named :

Toivo J Maki
8172 Ambach Way
Lantana, FL 33462

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



Toivo J Maki