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BASIC AMENDMENT

POTTER'S HAND PRESCHOOL, INC.

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 7, 2005

POTTER'S HAND PRESCHOOL, INC.
5688 EAST SR 44
WILDWOOD, FL 34785

SUBJECT: POTTER'S HAND PRESCHOOL, INC.
REF: N04000007179

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

FAX And. #: H05000237845
Letter Number: 705A00061083

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POTTER'S HAND PRESCHOOL, INC.
(A Not For Profit Florida Corporation)**

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These Amended and Restated Articles of Incorporation having been approved by the Corporation's Board of Directors, restates the Articles of Incorporation filed with the State of Florida on July 21, 2004 and bear Florida Document Number N04000007179, as provided by Chapter 617 of the Florida Statutes. There are no Members.

ARTICLE I - NAME

The name of the corporation is Potter's Hand Preschool, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of the Corporation is 5688 East SR 44, Wildwood, Florida 34785.

ARTICLE III - PURPOSES

The purposes of this Corporation shall include, but not be limited to, the following:

1. To foster, develop and promote a Christian day-care ministry;
2. To do all things necessary and incident to promote the general social, benevolent and charitable works of the Corporation; and
3. Notwithstanding any other provision of these Articles, the purpose for which the Corporation is organized are exclusively religious charitable, scientific, literary and education within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - TERM

The period of duration of the Corporation is perpetual.

ARTICLE V - RESTRICTIONS

All of the assets and the earnings of the Corporation shall be used exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members (except for a member that qualifies as an exempt

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organization under Section 115 or Section 501(c)(3) of the Code), directors, 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 IV hereof;

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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 public office; and
3. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI - MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve shall be as stated in the By-Laws.

ARTICLE VII - BOARD OF DIRECTORS

The number constituting the Board of Directors of the Corporation is four (4). The names and addresses of the persons who shall serve as the Board of Directors of the Corporation are as follows:

Stephanie Greene	4852 CR 114, Wildwood, Florida 34785
Jimmy Greene	4852 CR 114, Wildwood, Florida 34785
Pastor Troy Miller	5688 East SR 44, Wildwood, Florida 34785
Amelia Boutwell	1206 Miller Street, Leesburg, Florida 34748

ARTICLE VIII - MEMBERS

The Corporation shall have no members.

ARTICLE IX - OFFICERS

The officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer. Officers shall serve for the term of one year or until their successors are duly nominated and elected. The officers are as follows:

President:	Stephanie Greene
Vice President:	Pastor Troy Miller
Secretary-Treasurer:	Amelia Boutwell

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ARTICLE X - DISTRIBUTION UPON DISSOLUTION OR LIQUIDATION

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in Section 501(c)(3) or Section 501(c)(6) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify and advance expenses to, and may purpose and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws of may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

ARTICLE XII - BY-LAWS

The By-laws of the Corporation may be amended, altered, or repealed and new By-Laws may be adopted only by the affirmative vote of a majority of the then members of the Board of Directors. The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended only by the affirmative vote of a majority of the then Board of Directors of the Corporation.

ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 5688 East SR 44, Wildwood, Florida 34785, and the registered agent at such office is Stephanie Greene, whose acceptance of appointment as registered agent for the Corporation is set forth below.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Incorporation as of the 10th day of October, 2005.


Stephanie Greene, President

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CONSENT OF REGISTERED AGENT

I, Stephanie Greene, hereby accept and consent to my appointment as registered agent of
Potter's Hand Preschool, Inc.


Stephanie Greene

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