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FLORIDA NON-PROFIT CORPORATION

HQM Restore Hope Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF**

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HQM RESTORE HOPE FOUNDATION, INC.

In Compliance with Chapter 617, Florida Statutes (not-for-profit corporation)

ARTICLE I - NAME

The name of this corporation shall be HQM RESTORE HOPE FOUNDATION, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street and mailing address of the principal office of the Corporation is 2979 PGA Boulevard, Palm Beach Gardens, Florida 33410; the registered office of the Corporation is 2979 PGA Boulevard, Palm Beach Gardens, Florida 33410 and the name of the Registered Agent of the Corporation at that address is Sandra Adams. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III - DURATION

This Corporation shall have a perpetual existence, unless dissolved sooner according to law.

ARTICLE IV - PURPOSES

The purposes for which the Corporation is organized are as follows:

1. This Corporation is organized and shall operate exclusively for charitable, educational, religious and scientific purposes; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such charitable, educational, religious and scientific purposes. In furtherance of such purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

2. The Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

3. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

4. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

5. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidation and dissolving the Corporation.

ARTICLE V - BOARD OF DIRECTORS

This Corporation shall maintain a Board of Directors as provided in its By-laws.

ARTICLE VI - EXEMPT STATUS; PROHIBITED TRANSACTIONS

Reference in this Article to a Code section shall also include any corresponding provisions of succeeding law and Treasury Regulations thereunder.

1. This Corporation shall not exercise in any manner or for any purpose any power or authority granted herein which may jeopardize the status of the Corporation as an exempt organization under Code section 501(c)(3).

2. This Corporation, during the period it is a "private foundation" as defined in Code Sections 509(a), shall not:

(a) engage in any act of "self-dealing", as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941;

(b) retain any "excess business holdings" as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943;

(c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944; and

(d) make any "taxable expenditures", as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945.

3. This Corporation, during the period it is a "private foundation", as defined in Code section 509(a), shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

Sandra Adams
2979 PGA Blvd.
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of August, 2004.


Sandra Adams, Incorporator

STATE OF FLORIDA)

AUG-25-2004 14:25

CT CORPORATION

P.06

COUNTY OF PALM BEACH

) SS:
)

The foregoing instrument was acknowledged and sworn to before me this 15th day of August, 2004 by Sandra Adams as Incorporator of HQM Restore Hope Foundation, Inc.


Notary Public

Lisa Daye
Printed Name of Notary



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is HQM RESTORE HOPE FOUNDATION, INC.
2. The name and address of the Registered Agent and Registered Office is:

Sandra Adams
2979 PGA Boulevard
Palm Beach Gardens, FL 33410

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Sandra Adams, Registered Agent

Dated: 8/18, 2004

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