

03/09/2006 13:27 FAX

Division of Corporations

001/005

Page 1 of 1

NDS000007956

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000063650 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -9 PM 4:28

COR AMND/RESTATE/CORRECT OR O/D RESIGN

ONE HERE ... ONE THERE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

RECEIVED
06 MAR -9 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

Ps 3/9/06
3/9/2006
Amndt leaf

Audit No. H06000063650 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 MAR -9 PM 4:28

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ONE HERE ... ONE THERE, INC.
(A Florida Not For Profit Corporation)**

Doc # N05000007956

These Amended and Restated Articles of Incorporation of ONE HERE ... ONE THERE, INC., a Florida not for profit corporation (the "Corporation"), dated as of March 1, 2006, are being duly executed and filed by Janelle Latour, its president, to amend and restate the Corporation's original articles of incorporation, which were filed on August 4, 2005. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Corporate Name and Address

The name of the Corporation is ONE HERE ... ONE THERE, INC. The principal address and mailing address of the Corporation is 430 Hickorynut Avenue, Oldsmar, Florida 34677.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational, religious, and charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the Corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The Corporation is organized and shall be operated exclusively for religious, educational, and charitable purposes, including, for such purposes, to provide educational funds for sub-Saharan African children.

Audit No. H06000063650 3

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE V

Management of Corporate Affairs

The Corporation shall be managed by a board of directors. The election and qualifications of the directors shall be as specified in the bylaws of the Corporation.

ARTICLE VI

Earnings & Activities of Corporation

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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.

b) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

c) Notwithstanding any other provision of these articles, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are

Audit No. H06000063650 3

organized and operated exclusively for such purposes.

ARTICLE VIII
Members

The Corporation shall not have any members.

ARTICLE IX
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, Bylaws of the Corporation, may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the board of directors, or by the procedure set forth in the Bylaws.

ARTICLE X
Registered Agent and Office

The address of the Corporation's registered office shall be 430 Hickorynut Avenue, Oldsmar, Florida, and the name of its registered agent at said address shall be Janelle Latour.

Audit No. H06000063650 3

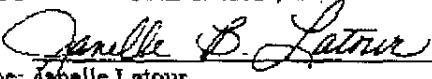
CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of ONE HERE ... ONE THERE, INC. (1) contain amendments that do not require member approval, (2) were approved by the Corporation's board of directors on March 1, 2006, and (3) the number of votes cast by the board of directors for such amendments was sufficient for approval.

Dated this 1st day of March 2006.

ONE HERE ... ONE THERE, INC.

By:



Name: Janelle Latour

Title: President