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Division of Corporations
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THE TINY HANDS FOUNDATION, INC.

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Amend



July 10, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE TINY HANDS FOUNDATION, INC.
1531 S. TAMiami TRAIL #703
VENICE, FL 34285

SUBJECT: THE TINY HANDS FOUNDATION, INC.
REF: NU5000009891

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

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please note that the last page "Action by Consent of the Directors" is not necessary with the filing. Reference is made to the adopted bylaws which is not filed with this office.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TINY HANDS FOUNDATION, INC.**

**A Corporation Not for Profit
Under Chapter 617 of the Florida Statutes**

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The Articles of Incorporation of The Tiny Hands Foundation, Inc., a Florida corporation not for profit, were amended by the directors of the corporation on June 28, 2006, by striking and substituting Article III, Purpose, and adding Article IV, Distribution Upon Dissolution (and renumbering Articles following), as follows:

ARTICLE III: PURPOSE OF CORPORATION

The purposes for which the Corporation is organized are exclusively for charitable, religious, educational, or 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.

The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural or other charitable purposes, including:

- i. To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are consistent with its purposes; or
- ii. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

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 the purpose clause 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 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 Corporation 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)

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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.

The specific nature, objects and purposes of the Corporation shall be to build and/or fund schools and/or orphanages in Africa; to provide education and/or other benefits to inner-city children in the United States via funding educational camps or other education programs; and to provide special services to the terminally ill.

ARTICLE IV: DISTRIBUTION UPON DISSOLUTION

Upon the 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 for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned director has executed these Articles of Incorporation this 28 day of June 2008.

The restatement was adopted by the board of directors ^{on June 28, 2006} and does not contain any amendments requiring member approval.


Rod Khleif

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