

NO6000003705

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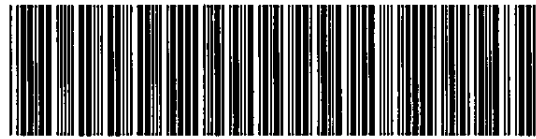
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amendments CM
6-6-06*

Law Offices
MacMillan & Stanley, PLLC
29 Northeast Fourth Avenue
Delray Beach, Florida 33483
Telephone (561) 276-6363
Facsimile (561) 276-8881
macmillanstanley.com

Carol MacMillan Stanley*
Thomas M. Stanley

*Board Certified by Florida Bar
In Wills, Trusts and Estates.
Real Estate

Neil E. MacMillan
(1918 - 1996)

May 1, 2006

TRANSMITTAL LETTER

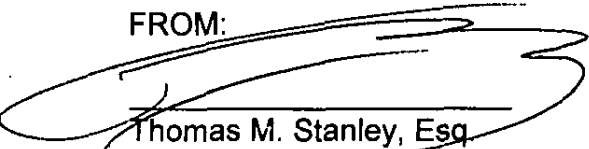
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: H.E.L.P. DELRAY, INC.
Document Number N06000003705

Enclosed is an original and one (1) copy of the ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION and a check for \$35.00.

Please file the new articles of incorporation accordingly. If you have any questions, please do not hesitate to contact the undersigned.

FROM:


Thomas M. Stanley, Esq.
MacMillan & Stanley, PLLC
29 NE 4th Avenue
Delray Beach, FL 33483
(561) 276-6363

(561) 276-6363



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 12, 2006

THOMAS STANLEY
29 NE 4TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: H.E.L.P. DELRAY, INC.
Ref. Number: N06000003705

We have received your document for H.E.L.P. DELRAY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 906A00033788

RESTATED
ARTICLES OF INCORPORATION
OF
H.E.L.P. DELRAY, INC.

A Non-Profit Corporation

We, the undersigned, with other persons being desirous of forming a not-for-profit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

Article I

Name

The name of this corporation is H.E.L.P. DELRAY, INC.

Article II

Registered Office

The name and address of the registered agent and registered office of this corporation

MacMillan & Stanley, PLLC
29 NE 4th Avenue
Delray Beach, FL 33483

Article III

Principal Place of Business and Mailing Address

P.O. Box 83-2091
1725 N. Federal Highway
Delray Beach, FL 33483

Article IV

Purpose and Powers

Section I - Purpose

This corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)3 exempt organizations. To this end, the corporation shall (here is where one enumerates specific purposes and activities). All funds, whether income or principle, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

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Specific purposes as defined by our Mission Statement are as follows:

A private support group for Delray neighborhoods dedicated to opportunities for home ownership, business development and debt management through education, financial relationships and community outreach.

The promotion of these opportunities shall maintain the history, character and diversity of the community

Section II - Powers

In general, and subject to such limitations and conditions as may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporations purposes.

Article V

Limitations

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporations not qualifying as exempt under Section 501(C)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as a part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

Article VI

Directors

The following individuals were official incorporators of this organization:

Winston Hudson	Director/President	230 NW Second Avenue, Delray Beach, FL 33444
Nick Loeb	Director/Vice President	1850 Lake Drive, Delray Beach, FL 33444
Bunny Elrod	Director/Secretary	302 SW First Avenue, Delray Beach, FL 33444

They also served as the first Board of Directors of the organization. Any changes to the initial Board of Directors will be noted in the organization's meeting minutes and appropriate Bylaw revisions.

Article VII

Duration / Dissolution

The period of duration of this corporation is indefinite. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the corporation, for one or more exempt purposes within the meaning of the section 501(C)3 of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 VIII

Members

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of directors, whose operations in governing the corporation shall be define by statue and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

Article IX

Debt Obligations and Personal Liability

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation. Indemnification specifics are noted in the Bylaws of this corporation.

Article X

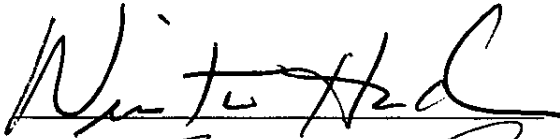
Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend, or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

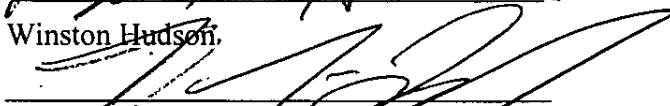
Article XI

Incorporators

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.



Winston Hudson



Nick Loeb



Bunny Elrod

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

MacMillan & Stanley, PLLC, a corporate entity in this State, has been designated as the Registered Agent in the above and foregoing Articles of Incorporation of H.E.L.P. Delray; MacMillan & Stanley, PLLC is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

MacMillan & Stanley, PLLC

By: 

Manager

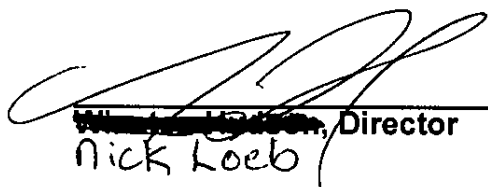
CERTIFICATE

ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION

Pursuant to FSA ' 617.1007, this corporation adopts the following articles of restatement to its articles of incorporation as follow:

1. The name of the corporation before restatement:
H.E.L.P. DELRAY, INC.
2. The name of the corporation after restatement:
H.E.L.P. DELRAY, INC.
3. The text of the restated articles of incorporation are attached hereto.
4. The restated articles of incorporation contain amendments to the articles of incorporation that were adopted by the Board of Directors and do not require member approval.
5. The date of adoption of the restated articles of incorporation was:
APRIL 4, 2006
7. These articles of restatement will be effective upon filing.

Date: 6/1/06



Nick Loeb, Director