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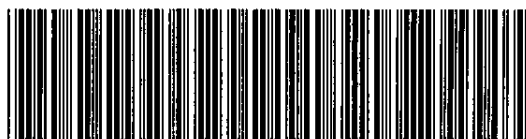
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** New Hope for Africa, Inc.

**DOCUMENT NUMBER:** N06000006131

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roxyana Washington

(Name of Contact Person)

New Hope For Africa, Inc

(Firm/ Company)

PO Box 361377

(Address)

Melbourne Florida 32936-9998

(City/ State and Zip Code)

For further information concerning this matter, please call:

Roxyana Washington

(Name of Contact Person)

at ( 321 ) 427-4548

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|---|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

New Hope For Africa, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N06000006131

(Document number of corporation (if known))

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DIVISION OF CORPORATIONS  
08 FEB 13 AM 9:58

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Add Article IX Conflict of Interest Policy (attached); Replace Article III as follows:

Purpose: This corporation is a not-for-profit corporation organized under Chapter 617 of the Florida Statute. It is not organized for the specific gain of any purpose. The specific purposes of the corporation are to (a) assist and improve developmental services in low income communities in Africa, and (b) improve health related and educational services.

The corporation is to exercise all rights and powers confirmed by the laws of the state of Florida upon not-for-profit corporations. Provide, however, that the corporation shall not engage in any action which is not permitted to be carried on by not-for-profit corporations under Internal Revenue Service code and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered and to make payments and distributions in furtherance of its stated purpose.

(Attach additional pages if necessary)  
(continued)

## **Article IX**

### **Conflict of Interest Policy**

#### **Section I: Purpose**

The purpose of the conflict of interest policy is to protect New Hope For Africa, Inc.'s; a tax-exempt organization, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of New Hope For Africa, Inc. or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

New Hope For Africa, Inc., its affiliates, and all officers, directors, and members scrupulously shall avoid any conflict between their respective personal, professional or business interests and the interests of New Hope For Africa, Inc., in any and all actions taken by them on behalf of the organization in their respective capacities.

#### **Section II: Definitions**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which New Hope For Africa, Inc. has a transaction or arrangement,
- b. A compensation arrangement with New Hope For Africa, Inc. or with any entity or individual with which New Hope For Africa, Inc. has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which New Hope For Africa, Inc. is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Section III: Procedures**

##### **1. Duty to Disclose**

If any officer or member of New Hope For Africa, Inc. has any direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with the organization shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he

has an interest, or otherwise attempting to exert any influence on the organization, or its components to affect a decision to participate or not participate in such transaction. In connection with any actual or possible conflict of interest, an interested person must disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether New Hope For Africa, Inc. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in New Hope For Africa, Inc.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Section IV: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section V: Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from New Hope For Africa, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from New Hope For Africa, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from New Hope For Africa, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands New Hope For Africa, Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section VII: Periodic Reviews**

To ensure New Hope For Africa, Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to New Hope For Africa, Inc.'s written policies, are properly

recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, New Hope For Africa, Inc. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### **Applicable State Legislation**

The state of Florida has adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161.


“Except for such trusts which file a proper election not to be subject to the applicable provisions of Florida law and for such corporations as to which a court of competent jurisdiction has otherwise determined.”

The date of adoption of the amendment(s) was: 2/06/2008

Effective date if applicable: 2/06/2008  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature   
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Roxzana Washington  
(Typed or printed name of person signing)

President, New Hope For Africa, Inc.  
(Title of person signing)

**FILING FEE: \$35**