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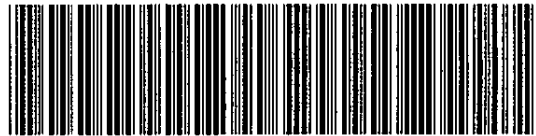
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature and date: 2/27/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Beach Homes for the Brave, Inc.

DOCUMENT NUMBER: N07000007599

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

Please return all correspondence concerning this matter to the following:

David B. Haynes
(Name of Contact Person)

Beach Homes for the Brave
(Firm/ Company)

8725 Placida Rd., Suite 8
(Address)

Cape Haze, Florida 33946
(City/ State and Zip Code)

For further information concerning this matter, please call:

David B Haynes at (941) 270-1325
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certified Copy
(Additional Copy
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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEACH HOMES FOR THE BRAVE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby executes these Amended and Restated Articles of Incorporation, for the purpose of amending the current Articles of Incorporation for Beach Homes for the Brave, Inc., a Florida not-for-profit corporation currently on file with the Florida Secretary of State office. The current Articles of Incorporation for Beach Homes for the Brave, Inc. are hereby amended and restated as follows:

1. DEFINITIONS

All terms used herein which are defined in the Articles of Incorporation for Beach Homes for the Brave, Inc. (the "Articles") shall have the same meaning as therein.

2. NAME

The name of the corporation shall be Beach Homes for the Brave, Inc., hereinafter referred to as the "Corporation" located at 8725 Placida Road, Suite 8, Cape Haze, FL 33946.

3. PURPOSE

The Corporation's exclusive purpose is to lessen the burden on the United States Government in providing assistance for Service men and women along with easing their stress in a post-war environment within the meaning of section 501-C3.

4. DISSOLUTION

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501-C3 of the Internal Revenue Code, or 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.

5. ACTIVITIES

The Corporation shall provide vacations free of charge to United States men and women and their families who have served during war time in Iraq and Afghanistan in Operations Iraqi Freedom and Enduring Freedom. The goal of the organization is to effectively perform our purpose to relieve the stress and fatigue of our service men and women and to assist the United States Government in providing assistance to these troops. The staff arrange for accommodations, restaurants, fishing trips, and other amenities for service members and their families which accounts for approximately 10% of the staff's total time. Vacations take place throughout the month based on the number of homes that are donated for occupancy. Currently, the program is for vacation properties on the southwest coast of Florida, but future plans are to expand the program to all vacation properties throughout the United States. Current activities

are funded through donations to cover hard costs such as meals at restaurants, cleaning fees for the units as well as some other amenities that require a payment. Our current website is <http://www.beachhomesforthebrave.com/>.

6. REGISTERED AGENT

The name and Florida street address of the registered agent is:

David B. Haynes
8725 Placida Road, Suite 8
Cape Haze, FL 33946

7. OFFICERS

The names and titles of the initial officers and directors of the Corporation who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
David B. Haynes 8725 Placida Road, Suite 8 Cape Haze, FL 33946	President/Director
Holly H. Haynes 8725 Placida Road, Suite 8 Cape Haze, FL 33946	Vice President/Director

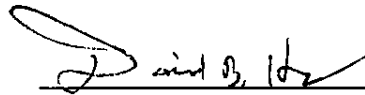
8. AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the "Florida Not-For-Profit Corporation Act" and the Declaration.

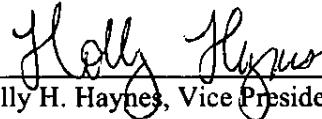
9. **EFFECTIVE DATE**

The effective date of this corporation is August 2, 2007. The effective date of these Amended and Restated Articles of Incorporation is as set forth below.

IN WITNESS WHEREOF, the undersigned has set his hand and seal, at Charlotte County, Florida this 23rd day of February, 2009.



David B. Haynes, President / Director



Holly H. Haynes, Vice President / Director