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A SPRING OF HOPE, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**A SPRING OF HOPE, INC.
(A Florida Corporation Not For Profit)**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is A SPRING OF HOPE, INC. (hereinafter referred called the "Corporation").

ARTICLE II

Corporation Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Address

The address of the principal office and the mailing address of the Corporation shall be 7741 NW 39th Avenue, Coconut Creek, FL 33073.

ARTICLE IV

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V

Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding provision of any subsequent tax laws of the United States (the "Code"). The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions.

Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

- (a) To assist poor communities in Africa by raising awareness in the United States of the plight of impoverished Africans, making contributions to Section 501(c)(3) of the Code and other

organizations to relieve poverty and foster education in Africa, and directly and with other organizations conduct community assistance, medical and educational projects in Africa.

(b) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the State of Florida and which are not otherwise prohibited by its Articles of Incorporation and Bylaws.

ARTICLE VI
Powers

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all of the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof;
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII
Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the bylaws of the Corporation. The number of directors of the Corporation shall not be less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII
Board of Directors

The names and addresses of the persons who shall serve as the officers and directors of the Corporation are as follows:

Joanne Young, Director, President and Treasurer
7741 NW 39th Avenue
Coconut Creek FL 33073

Clara Hall, Secretary
914 SE 12 Street
Deerfield Beach, Florida 33441

Joseph Del Raso, Director
522 Sugartown Road
Devon, Pennsylvania 19333

Christian Hall, Director
914 SE 12 Street
Deerfield Beach, Florida 33441

Sheri Schmikl, Director
P.O. Box 166
Hoedspruit 1380
Republic of South Africa

Jeffrey Stohr, Director
21346 St. Andrews Blvd. #300
Boca Raton, Florida 33433

Howard York, Director
6770 NW 77th Terrace
Parkland, Florida 33067

ARTICLE IX
Members

The Corporation shall not have members.

ARTICLE IX
Termination

Upon the dissolution of the organization, its assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code. 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 organization is then located, exclusively for such purposes.

Upon the sale of substantially all of the assets or the dissolution of the Corporation, surplus shall not be utilized for the private interest of any person.

ARTICLE X
Restrictions

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 V hereof.

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office), nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501 (c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170, 2055 or 2522 of the Code. These Articles of Incorporation shall not be altered or amended in derogation of the provisions of this Article.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

ARTICLE XI
Private Foundation Provisions

In the event the corporation is, or in the future may become, "a private foundation" within the meaning of Section 509 of the Code:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(1) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(2) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(3) Upon dissolution, termination, merger or consolidation of the Corporation, it shall comply with the requirements of Section 507 of the Code.

ARTICLE VIII

Registered State Registered Agent

The exact address of the Corporation's registered office in the State of Florida is 7741 NW 39th Avenue, Coconut Creek, FL 33073. The name of the registered agent is Joanne Young.

ARTICLE IX

Incorporator

The name and address of the sole incorporator is Joanne Young, 7741 NW 39th Avenue, Coconut Creek, FL 33073.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of Dec, 2007.

Joanne Young

Joanne Young, President

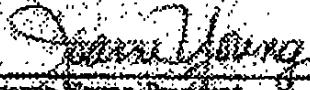
The date of adoption of the amendment(s) was: 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment and Restatement (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 was adopted by the board of directors.



Joanne Young, President