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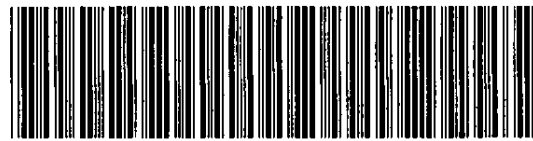
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TALLAHASSEE, FLORIDA

Amended & Restated
TB 9/18/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HELPINGS OF HOPE, INC.

DOCUMENT NUMBER: N07000012153

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

Please return all correspondence concerning this matter to the following:

DAVID A. SPURIA
(Name of Contact Person)

HELPINGS OF HOPE, INC.
(Firm/ Company)

1880 RANDOL MILL AVE.
(Address)

SOUTHLAKE, TEXAS 76092
(City/ State and Zip Code)

For further information concerning this matter, please call:

DAVID SPURIA at (817) 975-1946
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☒ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status 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**
In compliance with Chapter 617, F.S. (Not for Profit)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 617.1006, Florida Statutes, the Articles of Incorporation of Helpings of Hope, Inc., dated December 21, 2007, as filed with the Secretary of the State of Florida, are hereby amended and restated in their entirety to read as follows:

ARTICLE I NAME

The name of this not-for-profit corporation is Helpings of Hope, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 1505 1st Street South, Suite 601, Jacksonville Beach, Florida 32250.

ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and 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.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. At the annual meeting of directors held in **the last Monday in February** at the principal office of the corporation, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

ARTICLE V DIRECTORS AND OFFICERS

The names, addresses and titles of the directors and officers of the Corporation are as follows:

Anthony J. Spuria
Chief Executive Officer, Treasurer and Director
1501 1st Street South, Suite 601
Jacksonville Beach, Florida 32250

David A. Spuria
Vice President and Secretary and Director
1880 Randol Mill Avenue
Southlake, Texas 76092

Carl Simone
Director
1501 1st Street South, Suite 601
Jacksonville Beach, Florida 32250

James L. Corrigan
Director
1501 1st Street So.
Suite 601
Jacksonville Beach, Florida 32250

ARTICLE VI REGISTERED AGENT

The registered agent of the Corporation is Anthony J. Spuria, 1501 1st Street South, Suite 601 Jacksonville Beach, Florida 32250.

ARTICLE VII INCORPORATOR

The incorporator of the Corporation is Anthony J. Spuria, 1501 1st Street South, Suite 601 Jacksonville Beach, Florida 32250.

ARTICLE VIII MANNER OF DISTRIBUTION AND 501C3 LIMITATIONS

- A. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- D. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

These Amended and Restated Articles of Incorporation of the Corporation were adopted on September 10, 2008, by the Board of Directors of the Corporation as there are no members entitled to vote on these Amended and Restated Articles of Incorporation.

Executed this 10th day of September, 2008, by a duly authorized officer of the Corporation.



David A. Spuria, Vice President and Secretary