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(City/State/Zip/Phone #)

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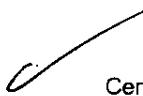
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Amend

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DIVISION OF CORPORATIONS
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T. Roberts NOV 20 2008



ATTORNEYS AT LAW

DESANTIS, GASKILL, SMITH & SHENKMAN, P.A.

11891 U.S. Highway One, Suite 100
North Palm Beach, FL 33408-0127
Telephone 561.622.2700
Fax 561.627.2988
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CONRAD J. DESANTIS
Business & Real Estate
TIMOTHY W. GASKILL
Civil Trial Attorney
DONALD R. SMITH
Personal Injury &
Wrongful Death Litigation
CURTIS L. SHENKMAN
Board Certified
Real Estate Attorney

November 10, 2008

VIA FEDERAL EXPRESS

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

Re: MIRACLE HOUSE OF PALM BEACH COUNTY, FLORIDA, INC.
Document #N08000003217

Dear Division of Corporations:

The enclosed original Articles of Amendment are submitted to you for filing. An additional copy is also enclosed along with a check in the amount of \$52.50 for the Filing Fee, Certified Copy and Certificate of Status. Please return all correspondence concerning this matter to the following:

Donald R. Smith, Esq.
DeSantis, Gaskill, Smith and Shenkman, PA
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

Should you require any additional information to comply with this request, please do not hesitate to communicate with me at 561-622-2700.

Very Truly Yours,

Donald R. Smith

Enclosures

cc without enclosures:

James R. Kolar
Ryan Kuyawa
Jennifer McMillian
Dr. James P. Mullen

Miracle House of PBC, FLA08Nov10Cover ltr to state w art of amend

AMENDED ARTICLES OF INCORPORATION

FOR

MIRACLE HOUSE OF PALM BEACH COUNTY, FLORIDA, INC.

A Florida "Not For Profit" Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 12 AM 8:30

The undersigned, acting as Incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Amended Articles of Incorporation:

ARTICLE I NAME OF CORPORATION

The name of the Corporation is Miracle House of Palm Beach County, Florida, Inc., and shall be hereinafter referred to as "Corporation".

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation shall be:

19938 Wilkinson Leas Road, Tequesta, Florida 33469

ARTICLE III CORPORATE PURPOSE

The specific purposes for which this Corporation is organized are exclusively charitable, religious and educational, as established under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any Future Federal Tax Code, and consists of the following :

1. To provide relief, care and spiritual support to all women, regardless of race, creed or religious affiliation, who are affected or experiencing an unexpected, unwanted or crisis pregnancy;
2. To provide counseling, education and pre-abortion and post-abortion support to those women dealing with unexpected, unwanted or crisis pregnancy;

3. To provide free pregnancy tests for all women who need such services;
4. To provide pre-pregnancy and post-pregnancy counseling, education and assistance to both men and women;
5. To provide free lectures, symposiums and group interaction sessions for women and men who desire information on birth control and abortion;
6. To lessen the burdens of government, lessen community tension and lessen the financial demands on the individuals experiencing a crisis or unexpected pregnancy by providing educational information on the options and sources of financial and medical assistance;
7. To provide a facility for prayer and meditation; and
8. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance and accomplishment of the foregoing purposes, including, but not limited to, obtaining financial support and aid through government and private grants, private donations, and gifts of time, talents and monies from individuals and entities who feel that educating our community about celibacy, family planning, birth control, contraception and dealing with an unexpected, unwanted or crisis pregnancy is a worthwhile endeavor.

ARTICLE IV

LIMITATIONS OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes(2008), unless otherwise limited as follows:

1. Notwithstanding any provision of these articles, this organization shall not carry on any activities not permitted by an organization exempt from Federal and state income tax under Section 501 (c)(3) of the Internal Revenue Code or any corresponding section of any future Federal Tax Code.
2. This Corporation is organized exclusively for charitable, educational and religious purposes, and no part of the net earnings of the corporation shall inure to the benefit or be distributable to its Directors, Officers, Members thereof, or any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually performed for the benefit of the Corporation and necessary for the furtherance and accomplishment of the

Corporation's charitable, educational and religious purposes set forth in Article III, above. This Corporation is not organized nor shall it ever be operated for the primary purpose of generating pecuniary gains or profits.

3. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, educational and religious purposes and no part shall inure to the benefit of any individual.
4. No substantial part of the activities of the Corporation shall be involved with the production or distribution of propaganda or otherwise attempting to influence legislation except as otherwise provided in Code Section 501(h). The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, and shall be used exclusively for charitable and educational purposes.
6. If the Corporation is at any time deemed to be a "Private Foundation" by the U.S. Internal Revenue Service, Section 509(a), then for the period in which the corporation is so deemed, the Corporation: shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942; shall not engage in any act of self-dealing as defined in Code section 4941(d); shall not retain any excess business holdings as defined by Code Section 4943(c); shall not make any investments as to the subject the Corporation to taxation under Code Section 4944; and shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE V

ELECTION OF DIRECTORS

The manner in which the Board of Directors are elected or appointed is as follows:

Each person named as a Director in the Articles of Incorporation has been appointed by the Incorporator as a member of the initial Board of Directors and shall hold office until said Director shall be qualified and elected at the first Annual Meeting of the Members, or until said Director's earlier resignation, removal from office or death. At the first Annual Meeting of Members and each Annual Meeting thereafter, the Members shall elect Directors to hold office for the term for which the Director is elected, or until

said Director's successor shall be qualified and elected, or until said Director's resignation, removal or death.

ARTICLE VI

MANNER OF APPOINTMENT OF OFFICERS

The manner in which the Officers are elected or appointed is as follows:

It is hereby provided that the Officers named in the Articles of Incorporation have been appointed by the Incorporator and shall serve until the first Meeting of Directors. At said first Meeting of Directors, the Officers of the Corporation shall be appointed to serve until the first Annual Meeting of the Board of Directors. The Officers of the Corporation shall be appointed annually by the Board of Directors at the Annual Meeting of the Board of Directors and the elected Officers shall serve an annual term unless there is a resignation, a removal from office or death. The Officers of the Corporation shall consist of a President, Vice-President, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors. It is further provided that the same individual may simultaneously hold more than one Office in the Corporation.

ARTICLE VII

OFFICERS AND DIRECTORS OF MIRACLE HOUSE, INC.

President: James R. Kolar
19938 Wilkinson Leas Rd.,
Tequesta, Fl 33469

Vice-Pres.: Jennifer McMillian
1858 Ascott Rd.
North Palm Beach, Fl 33408

Sec/Tr.: Ryan Kuyawa
1017 10th Way
West Palm Beach, Fl 33407

Directors: Dr. James Mullen
8882 Estate Drive North
West Palm Beach, Fl 33411

Donald R. Smith, Esq.
11891 U.S. Highway One
North Palm Beach, Fl 33408

James R. Kolar
19938 Wilkinson Leas Rd.,
Tequesta, Fl 33469

Jennifer McMillian
1858 Ascott Rd.
North Palm Beach, Fl 33408

Ryan Kuyawa
1017 10th Way
West Palm Beach, Fl 33407

ARTICLE VIII
CONFLICTS OF INTEREST POLICY

See Addendum "A", attached hereto, incorporated herein and made a part hereof.

ARTICLE IX
INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

James R. Kolar
19938 Wilkinson Leas Rd.,
Tequesta, Fl 33469
(561) 262-3966

ARTICLE X
MEMBERSHIP

All persons interested in the purposes of the Corporation are eligible for Membership in the Corporation if they are capable of contributing to the achievement of these purposes and the effective operation of the Corporation, and if they comply with the

requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

ARTICLE XI
DISSOLUTION OF THE CORPORATION

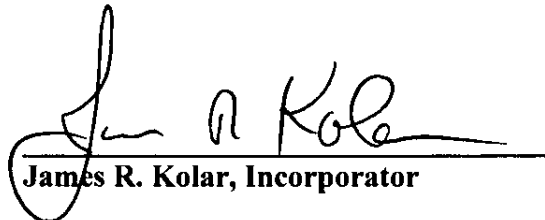
Upon the dissolution of the Corporation or any successor organization, all remaining assets shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under code Section 501 (c)(3) of the Internal Revenue Code and all assets remaining shall be expended for one or more of the stated tax exempt purposes within the meaning of code Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to the state or local government, for a public purpose.

ARTICLE XII
INCORPORATOR

The name and the street address of the Incorporator for these Amended Articles of Incorporation of Miracle House of Palm Beach County, Inc., are:

Jim
~~James~~ R. Kolar
19938 Wilkinson Leas Rd.
Tequesta, Florida 33469
Telephone No.: (561) 262-3966

The undersigned Incorporator has executed these Amended Articles of Incorporation of Miracle House of Palm Beach County, Florida, Inc., this 13th day of October, 2008.


James R. Kolar, Incorporator

ADDENDUM "A"
to the
AMENDED ARTICLES OF INCORPORATION
for
MIRACLE HOUSE OF PALM BEACH COUNTY,
FLORIDA, INC.

CONFLICTS OF INTEREST POLICY

ARTICLE I
PURPOSE

The purpose of the conflict of interest policy is to protect the tax-exempt interest of MIRACLE HOUSE OF PALM BEACH COUNTY, FLORIDA, INC. (herein referred to as "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation 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 conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE 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 the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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.

ARTICLE III **PROCEDURES**

1. Duty to Disclose :

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to 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 a 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 must 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 the Corporation 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 the Corporation'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.

ARTICLE 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.

ARTICLE V **COMPENSATION**

- a. A voting Member of the governing board who receives compensation,

directly or indirectly, from the Corporation 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 the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.

c. No voting Member of the governing board or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each Director, Principal Officer and Member of a committee with governing board delegated powers shall annually sign a statement which affirms that 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 that the Corporation is a non-profit charitable entity 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.

ARTICLE VII

PERIODIC REVIEWS

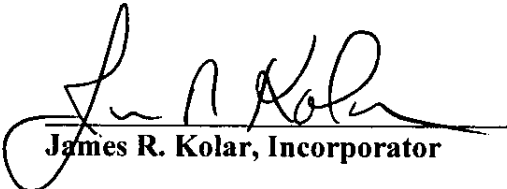
To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, Periodic Reviews shall at a minimum, include the following subjects:

- 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 Corporations conform to the Corporation'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.

ARTICLE VIII
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation 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 that reviews are conducted.

The undersigned Incorporator of MIRACLE HOUSE OF PALM BEACH COUNTY, FLORIDA, INC. has approved this CONFLICTS OF INTEREST POLICY and made it a part of the ARTICLES OF INCORPORATION and AMENDED ARTICLES OF INCORPORATION FOR MIRACLE HOUSE OF PALM BEACH COUNTY, FLORIDA, INC., this 13th day of October, 2008.


James R. Kolar, Incorporator

MIRACLE HOUSE OF PALM BEACH COUNTY, FLORIDA, INC.

Written Consent of Directors to Organize and Approve the Adoption and Confirmation of the Articles of Incorporation, the Amended Articles of Incorporation, the Conflict of Interest Policy, the By-Laws, the Application For Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code and the Approval of All Lawful Actions of the Incorporator

Dated October 13, 2008

The Board of Directors of the Miracle House of Palm Beach County, Florida, Inc., a Florida non-profit corporation, takes the following actions by unanimous written consent:

1. Governing Documents: The Board approves and adopts the following documents as the corporate documents governing the acts of the Miracle House, its officer and directors, all of which are in the Corporate Records binder and are hereby approved and ratified:

- a. The original Articles of Incorporation filed on April 2, 2008 and effective on April 2, 2008;
- b. The Amended Articles of Incorporation dated October 13, 2008;
- c. The Conflicts of Interest Policy dated October 13, 2008; and
- d. The Corporate By-Laws dated October 13, 2008.

2. Directors: The following Directors for the Corporation have been approved and accept their positions in accordance with the corporate documents:

James R. Kolar
19938 Wilkinson Leas Rd.
Tequesta, Fl 33469

Jennifer McMillian
1858 Ascott Rd.
North Palm Beach, Fl 33408

Ryan Kuyawa
1017 10th Way
West Palm Beach, Fl 33407

Dr. James P. Mullen
8882 Estate Drive North
West Palm Beach, Fl 33411

Donald R. Smith, Esq.
11891 U.S. Highway One
North Palm Beach, Fl 33408

3. Officers: The following persons have been designated and elected to the offices set forth opposite their names and agree to serve in that capacity until their

resignation or successors are elected and qualified in accordance with the corporate documents:

James R. Kolar

President

Jennifer McMillian

Vice-President

Ryan Kuyawa

Secretary/Treasurer

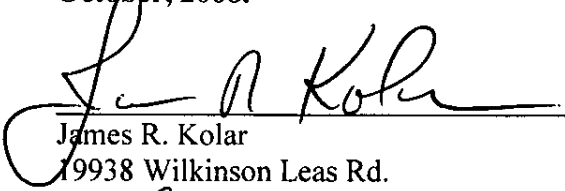
4. Bank Account: The officers are directed to open an account with a bank or other financial institution and to deposit in that account all funds of Miracle House. All resolutions required to open the account in accordance with this paragraph are adopted as the action of the Board of Directors.


5. Approval of Prior Actions: All lawful actions by the Incorporator and his representatives which were taken on behalf of Miracle House prior to the effective date of this written consent are approved and ratified.

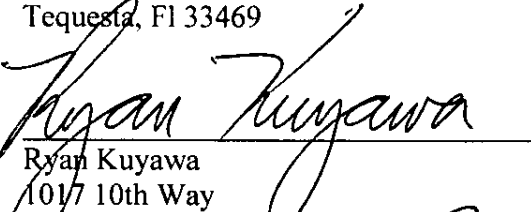
6. Application for 501(c)(3) Exemption: It is the opinion and decision of the Board of Directors that the purpose of this non-profit corporation will be best served and accomplished if the Corporation is tax exempt and, therefore, the Board of Directors authorizes and directs the filing of the Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

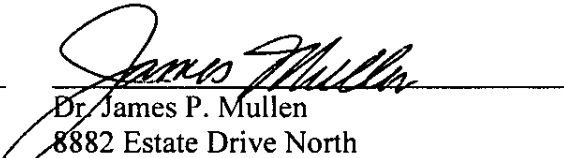
The following individual currently constitute the entire Board of Directors for Miracle House of Palm Beach County, Florida, Inc. and they have given their written consent to organize and to take such other actions as above stated.

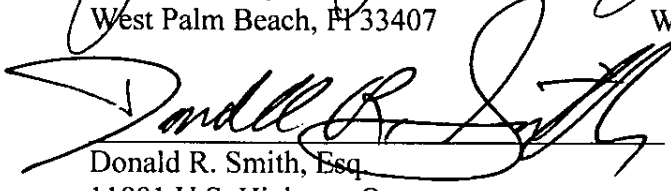
Acknowledged, Accepted, Approved and Ratified, this 13th day of October, 2008.


James R. Kolar
19938 Wilkinson Leas Rd.
Tequesta, FL 33469


Jennifer McMillian
1858 Ascott Rd.
North Palm Beach, FL 33408


Ryan Kuyawa
1017 10th Way
West Palm Beach, FL 33407


Dr. James P. Mullen
8882 Estate Drive North
West Palm Beach, FL 33411


Donald R. Smith, Esq.
11891 U.S. Highway One
North Palm Beach, FL 33408

Ms. Tina Roberts
Office of the Florida
Secretary of State
Tallahassee, FL

Fax: 850-245-6897

November 20, 2008

Re: Miracle House of Palm Beach County, FL, Inc.
Consent and Vote of Membership

Dear Ms. Roberts:

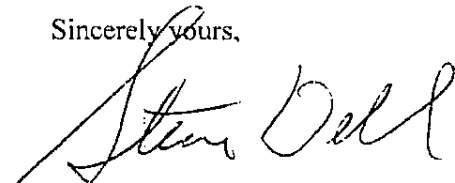
As we discussed yesterday, a meeting was held on October 13, 2008 of the entire membership of the non-profit corporation, Miracle House of Palm Beach County, FL, Inc., which is comprised entirely and solely by the members of the Board of Directors for Miracle House.

The entire membership/Board of Directors for Miracle House voted at the meeting on October 13, 2008 to approve and adopt the original Articles of Incorporation of April 2, 2008; the Amended Articles of Incorporation dated October 13, 2008; the Conflicts of Interest Policy dated October 13, 2008 and the Corporate By-Laws for Miracle House dated October 13, 2008. All members/directors were present and all appropriate notices of the meeting were given. The adoption of the above referenced corporate documents were by unanimous vote of the entire membership/Board of Directors on October 13, 2008.

Should you have any additional questions or need anything else, please contact me on my cell phone at 561-281-3547.

Thank you for your assistance and thoroughness in this matter.

Sincerely yours,



Steven Dell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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