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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: K+A Brown Hope Foundation, Inc.

DOCUMENT NUMBER: NO8000003559

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

Please return all correspondence concerning this matter to the following:

Alicia Ritchey
(Name of Contact Person)

Operation BICOTH, Inc.
(Firm/Company)

902 South Joe Wright Drive
(Address)

Cordele, GA 31015
(City/ State and Zip Code)

bicohope@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alicia Ritchey at 305 321-3124
(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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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
FOR
K&A BROWN HOPE FOUNDATION, INC.
(A Florida Not for Profit Corporation)
Document Number N08000003559**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on January 16, 2012. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of the K & A Brown Hope Foundation, Inc. are hereby amended as follows:

1. **Article I of the Articles of Incorporation is hereby replaced. The new Article I reads as follows:**

The name of the corporation shall be: Operation BICOH, Inc.

2. **ARTICLE II of the Articles of Incorporation is hereby replaced. The new Article II reads as follows:**

The principle street address is:
3811 NW 174th Street
Miami Gardens, FL 33055

The mailing address is:
902 South Joe Wright Drive
Cordele, GA 31015

3. **Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:**

**Article III
Corporate Purposes**

- A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies [public or private].
4. **Article IV of the Articles of Incorporation is hereby replaced. The new Article IV reads as follows:**

**Article IV
Manner of Elections**

The manner in which the directors are elected or appointed:

The initial board shall be appointed by officer (s). Subsequent directors shall be elected at the regularly held Annual meeting. Election shall be by ballot, and a majority of the votes cast shall elect directors.

Each elected director shall take office immediately following the Annual meeting of his/her election and shall serve for a term of two (2) years or until next voted upon, terminated, or resigns.

5. **The following additional Article is hereby added to the Articles of Incorporation. Article VIII reads as follows:**

**Article VIII
501(c) (3) Limitations**

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. DISSOLUTION: 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 of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

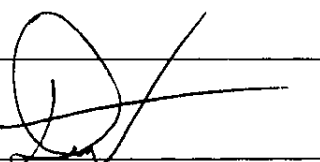
The date of each amendment(s) adoption: 1/12/2012
(date of adoption is required)

Effective date if applicable: _____
(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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/12/12

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)

Deryl Hunt
(Typed or printed name of person signing)

President
(Title of person signing)