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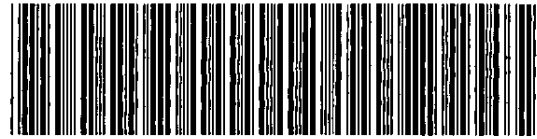
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DIVISION OF CORPORATIONS  
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Amend/cc/crs  
@ 10/14/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** House of Rare Gems, Inc.

**DOCUMENT NUMBER:** N08000004498

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

Please return all correspondence concerning this matter to the following:

Ginette L. Jackson

(Name of Contact Person)

House of Rare Gems, Inc.

(Firm/ Company)

6039 Cypress Gardens Boulevard, Unit 243

(Address)

Winter Haven, FL 33884

(City/ State and Zip Code)

For further information concerning this matter, please call:

Ginette Jackson

(Name of Contact Person)

at ( 321 ) 262-3059

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

House of Rare Gems, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N08000004498

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 OCT 10 PM 4:54

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Articles of Corporation as we would like them amended are attached. Article II was changed by adding additional wording and information. Article III-The purpose was amended, additional information in regards to the organization's purpose was added. Article IV was changed to membership. Article V was changed to address the initial directors of the corporation. Article VI was changed to the Initial Registered agent and offices, which remain the same just under a different article number. Article VII lists the incorporator, which remained the same, initially this was Article VI. Article VIII addresses the bylaws and that there is a separate document approved by the Board. Articles IX Indemnification was added, Article X Amendment was added, Article XI Headings and Captions was added. Article XII Dissolution to address how things are to be handled in the event of Dissolution. Article XIII Management of Corporate Affairs which addresses how the Board of Directors will be elected was also added. Article XIV Miscellaneous was also added to address additional needs of the corporation. The Amended Articles of Incorporation with all of the changes are attached to this document as the document that we would like adopted as our Articles of Incorporation as a complete document. There is no change in the name of the organization or its incorporators.

(ALSO see Attached)

(Attach additional pages if necessary)  
(continued)

Amended  
**ARTICLES OF INCORPORATION  
FOR  
House of Rare Gems, Inc.**

**ARTICLE I – NAME**

The name of the nonprofit corporation shall be: House of Rare Gems, Inc.

**ARTICLE II – COMMENCEMENT OF CORPORATE EXISTENCE**

House of Rare Gems, Inc. shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

The principal office of House of Gems, Inc. shall be located at 6039 Cypress Gardens Boulevard, Unit 243 Winter Haven, Florida 33884.

**ARTICLE III – PURPOSE**

The purpose for which the corporation is organized is to transact lawful business. The corporation is organized specifically for charitable, religious, scientific, literary, and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Service tax code). The Corporation shall have all of the powers enumerated in the Florida Not for Profit Statutes and all other powers as are permitted by applicable law, including, without limitation and illustration of the following:

- 1) The Corporation will provide housing and self-sufficiency training to the homeless, poor, underprivileged and/or disadvantaged without regard to race, religion, or ethnicity. These will include both single persons and families of the following populations: homeless, veterans, ex-offenders, domestic violence victims, the disabled, and youths aging out of the foster care system.
- 2) The Corporation shall provide ancillary services and programs including but not limited to: counseling, life skills training, General Education Development preparation, mentoring, offender reentry services, post and pre release (prison or jail) programs, employment services, and physical and mental health care services and programs for the purpose of helping the target population maintain or obtain self-sufficiency.
- 3) The Corporation will provide outreach services to the homeless, former inmates of jail or prison and their families in need, veterans of the armed forces, domestic violence victims, the disabled, and youths aging out of the foster care system in need of housing and training.
- 4) The Corporation will develop both prevention and intervention programs for substance abuse and homelessness of the target population listed above as away of removing barriers to self-sufficiency.

As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

- a. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer judicial order or decree; or otherwise, for any of its objectives and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
- b. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- c. To borrow money and from time to time, to make; accept; endorse; execute and issue bonds; debentures; promissory notes; money's borrowed or in payment of secure

payment of any such obligations by mortgage; pledge; deed; indenture; agreement; or other instrument of trust, or by any other lien upon assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

- d. To invest and reinvest its funds in stock, common or preferred; bonds, debentures, mortgages, or in such other securities and property, real and personal; as it shall deem advisable,, subject to the limitations and conditions contained in any bequest; devise; grant or gift, provided such limitations and conditions are not in conflict with the provisions of the 501(c)(3) of the Internal Revenue of 1986, and applicable regulations there under, as they now exist or as they may be amended.

#### **ARTICLE IV - MEMBERSHIP**

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the bylaws of the Corporation.

#### **ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS**

This Corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time as provided for in the By Laws. The Names, Address, and Titles of the initial directors are as follows:

Nicole D. Myers  
President  
5608 Woodcrest Dr.  
Milton, FL 32583

Latricia Eaton  
Vice President  
128 Drew Avenue  
Sanford, FL 32771

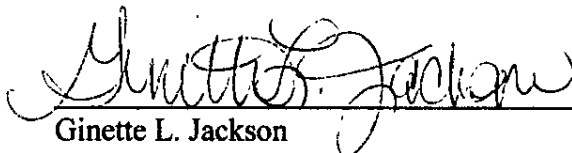
Helen L. Chappell  
Secretary/Treasurer  
4904 Williamstown Blvd.  
Lakeland, FL 33810

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 6039 Cypress Gardens Blvd., Winter Haven, FL 33884. The initial registered agent of the Corporation shall be Ginette L. Jackson at 1902 Eloise Loop, Winter Haven, FL 33884. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

***Acceptance of Appointment of Registered Agent for:  
House of Rare Gems, Inc.***

***Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.***

  
Ginette L. Jackson  
Registered Agent

09/29/08  
Date

#### **ARTICLE VII - INCORPORATORS**

The name and address of the person signing these Articles as incorporators are:

Ginette L. Jackson  
1902 Eloise Loop Road  
Winter Haven, FL 33884

#### **ARTICLE VIII - BYLAWS**

Except as otherwise provided by law, the power; to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

#### **ARTICLE IX - INDEMNIFICATION**

In addition to any rights and duties under the applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

#### **ARTICLE X - AMENDMENT**

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the Corporation.

#### **ARTICLE XI - HEADINGS AND CAPTIONS**

The headings and captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

#### **ARTICLE XII - DISSOLUTION**

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business property and assets of the Corporation shall be distributed to a nonprofit corporation qualifying as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall assets or said property, in the event of dissolution thereof go or be distributed or contributed by such directors, for any such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XIII - MANAGEMENT OF CORPORATE AFFAIRS**

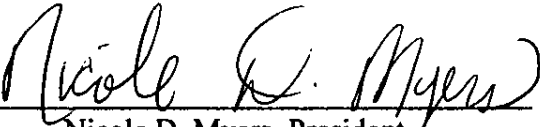
The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which shall have three (3) Directors initially. This Corporation may adopt an advisory board who shall have no voting privileges or liability, but shall exist for the sole purpose of providing advice for the benefit of this Corporation. All members and nonmembers shall be indemnified against actions arising out of judicial proceeding against this organization. The Corporation reserves the right to retain any legal accounting and professional services to insure accountability and integrity in its business affairs. The Board of Directors are elected in accordance with the By Laws of the Corporation.

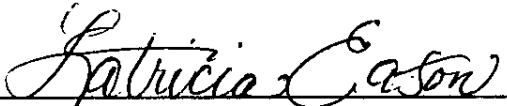
#### **ARTICLE XIV - MISCELLANEOUS**

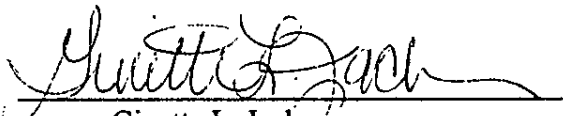
Notwithstanding any other provisions of these Articles to the contrary herein, in the conduct of the affairs of the Corporation:

- a. The Corporation shall neither have nor exercise any power, nor engage directly in any activity that would invalidate its status:
1. As a corporation which is exempt from income taxation, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or
  2. As a corporation, whose contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- b. The property of the corporation is irrevocably dedicated to religious, educational, scientific, literary, and charitable purposes, and not a part of the net earnings of the corporation shall inure the benefit of or be distributed to its members, directors, officers or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered pertinent to it and make payments and distributions in furtherance of the purposes set forth in these Articles.
- c. No substantial part of the activities of the Corporation shall consist or carry on propaganda, or otherwise attempting to influence legislature; nor shall it in any manner or to any extent, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in activities that are unlawful under applicable federal, state, or local laws.
- d. The corporation shall not:
1. Operate for the purpose of carrying on a trade or business profit;
  2. Accumulate income, invest income, or divert income in a manner endangering its exempt status; or except to an unsubstantial degree, engage in any activity, or exercise any powers that are not in furtherance of the purposes of the corporation.
- e. The corporation's operations are to be conducted principally in the United States of America; the corporation may conduct operations in foreign countries, subject however, to the laws of the State of Florida.

We, the Board of Directors of House of Rare Gems, Incorporated do hereby sign our names as Incorporators of this Corporation on 29<sup>th</sup> Day of September 2008.

  
Nicole D. Myers, President

  
Patricia Eaton, Vice President

  
Ginette L. Jackson  
Incorporator

The date of adoption of the amendment(s) was: September 29, 2008

Effective date if applicable: September 29, 2008  
(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 was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Nicole D. Myers  
(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.)

Nicole D. Myers  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**