

NO9000003094

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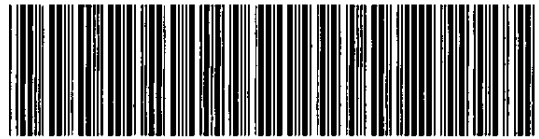
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TALLAHASSEE, FLORIDA

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Tlewis
9-3-09

LBA

Harry Parsons, CPA
Partner

Hope for His Children International
Ref. Number NO9000003094

Thelma Lewis,

*Enclosed is the amended and
restated Articles of Incorporation
with your requested statement.
See Article VI.*

*Also enclosed is a check for
the filing fee of \$35⁰⁰.*

*Please contact me if you
need additional information.*

Sincerely,

Harry Parsons

direct 904.224.9773
main 904.396.4015
fax 904.399.4012
e-mail hparsons@thelbagroup.com

501 Riverside Avenue, Suite 800
Jacksonville, FL 32202-4939

www.thelbagroup.com



501 Riverside Avenue, Suite 800
Jacksonville, FL 32202-4939
Phone: 904.396.4015
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www.thebgroup.com

LBA CERTIFIED PUBLIC ACCOUNTANTS, PA

Harry M. Parsons, Jr., CPA
hparsons@thebgroup.com

July 31, 2009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation
Hope For His Children International, Inc.

Dear Sir or Madam:

Please find enclosed the amended and restated articles of incorporation for Hope For His Children International, Inc. Please contact me should you have any questions or need additional information.

Sincerely,

Harry M. Parsons, Jr.
Registered Agent

HMP/kms

Enclosures

RECEIVED
2009 AUG -5 AM 8:00
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TALLAHASSEE, FLORIDA

THE LBA GROUP

LBA Certified Public Accountants, PA • LBA Financial Planning Partners, LLC
LBA Healthcare Consulting Services, LLC • LBA Retirement Plan Services, LLC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2009

HARRY M. PARSONS, JR.
LBA CERTIFIED PUBLIC ACCOUNTANTS, PA
501 RIVERSIDE AVENUE, SUITE 800
JACKSONVILLE, FL 32202

SUBJECT: HOPE FOR HIS CHILDREN INTERNATIONAL, INC.
Ref. Number: N09000003094

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The document must state that there are no members or members entitled to vote.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 609A00026797

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
HOPE FOR HIS CHILDREN INTERNATIONAL, INC.
A Florida not for Profit Corporation**

FILED
09 SEP -2 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to a resolution passed by majority of the Board of Directors of Hope For His Children International, Inc., a corporation not for profit under the Florida Not For Profit Corporation Act, the Articles of Incorporation of Hope For His Children International, Inc. are amended and restated as follows:

**ARTICLE I
NAME**

The name of this corporation is HOPE FOR HIS CHILDREN INTERNATIONAL, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Hope for His Children International, Inc.
C/o Harry Parsons
501 Riverside Avenue, Suite 800
Jacksonville, Fl 32202

**ARTICLE III
PURPOSE**

Hope for His Children International, Inc. (the "Corporation") is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

**ARTICLE IV
CAPITAL STOCK**

The Corporation shall not have capital stock.

ARTICLE V LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;
3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended; and
4. Directors, Officers and Members of the Corporation shall not be personally liable for debts, liabilities or obligations of the Corporation and shall not be subject to any assessments.

ARTICLE VI BOARD OF DIRECTORS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws. When not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have the rights, powers and privileges described by law of directors of corporations not for profit. No Director shall have any right, title, or interest in or to any property of the Corporation. There are no members or members entitled to vote. There shall be three Directors constituting the initial Board of Directors. The names and address of the persons who are to serve as an initial Director are as follows:

Mike Miller
156 70th Ave North
St. Petersburg, Fl 33702

Kim Miller
156 70th Ave North
St. Petersburg, Fl 33702

Harry M. Parsons, Jr.
501 Riverside Avenue, Suite 800
Jacksonville, Fl 32202

These initial directors shall hold office until the first annual meeting of members and until their earlier resignation, removal, inability to act or death. The directors shall be elected in the manner set forth in the bylaws.

ARTICLE VII OFFICERS

The Corporation shall have a President, a Vice President, a Treasurer and a Secretary and may additional assisting officers. A person may hold more than one office. The name and address of the persons who are to serve as initial officers of the Corporation are as follows:

Mike Miller, President
156 70th Ave North
St. Petersburg, Fl 33702

Kim Miller, Vice President, Secretary
156 70th Ave North
St. Petersburg, Fl 33702

Harry M. Parsons, Jr., Treasurer
501 Riverside Avenue, Suite 800
Jacksonville, Fl 32202

These officers shall manage the affairs of the Corporation until the first annual election, which shall be held as set forth in the by-laws.

ARTICLE VIII DISSOLUTION

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX INCORPORATOR

The incorporator of this Corporation is:

Harry M. Parsons, Jr.
501 Riverside Avenue, Suite 800
Jacksonville, Fl 32202

ARTICLE X REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be 501 Riverside Avenue, Suite 800, Jacksonville, Fl 32202. The name of the initial registered agent of the Corporation at the above mentioned address shall be Harry M. Parsons, Jr. The Board of Directors may from time to time change the registered office to another address in the State of Florida, or change the registered agent.


**ARTICLE XI
BY-LAWS**

The Bylaws of this Corporation shall be made, approved, altered or rescinded in accordance with the by-laws.

**ARTICLE XII
AMENDMENTS**

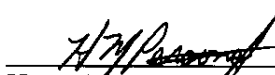
These Articles of Incorporation may be amended by majority vote of the voting members of the Corporation in accordance with the procedures provided by Chapter 617.002, Florida Statutes.

The undersigned member of the Board of Directors certifies that these Amended and Restated Articles of Incorporation of Hope For His Children International, Inc. were duly adopted at a meeting of the Board of Directors by a majority of the Directors this 31st day of July, 2009.

 Signature
Harry M. Parsons, Jr.,

8/29/09 Date
Treasurer

I certify that I am familiar with and accept the responsibilities of registered agent of Hope For His Children International, Inc.

 Signature
Harry M. Parsons, Jr., Registered Agent

8/29/09 Date