

NO9000004041

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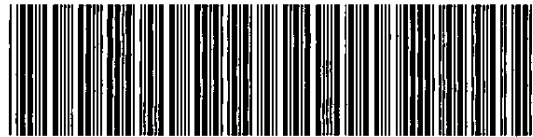
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
&
Revised
Art.
10/18/09
DC

BORGOGNONI & GUTIÉRREZ, LLP

ATTORNEYS-AT-LAW
2665 SOUTH BAYSHORE DRIVE
GRAND BAY OFFICE PLAZA, SUITE 701
MIAMI, FLORIDA 33133

Telephone No.: (305) 860-2060
Facsimile No.: (305) 860-2068
E-mail: DEspino@bgalaw.com

DANIEL A. ESPINO, ESQ.

September 1, 2009

Sent via U.S. Mail

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

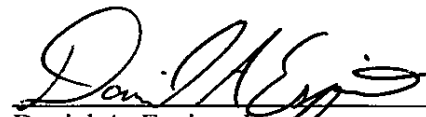
Re: Faith's Place Autism Outreach, Inc.

Dear Sir or Madam:

Attached please find the Amended and Restated Articles of Incorporation for Faith's Place Autism Outreach, Inc., along with a check for the \$35.00 filing fee.

Please do not hesitate to contact me directly, if there is anything else you need to complete this application.

Sincerely,


Daniel A. Espino, Esq.

Enclosure: Amended and Restated Articles of Incorporation
for Faith's Place Autism Outreach, Inc.
Filing Fee

DAE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 25, 2009

DANIEL A. ESPINO, ESQ.
2665 S. BAYSHORE DR.
GRAND BAY OFFICE PLAZA, SUITE 701
MIAMI, FL 33133

SUBJECT: FAITH'S PLACE AUTISM OUTREACH, INC.
Ref. Number: N09000004041

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Campbell
Regulatory Specialist II

Letter Number: 109A00031386

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAITH'S PLACE AUTISM OUTREACH, INC.**

**ARTICLE I
NAME**

The name of this Florida not-for-profit corporation will be:

FAITH'S PLACE AUTISM OUTREACH, INC.

**ARTICLE II
ADDRESS**

The mailing address of the Corporation is:

**FAITH'S PLACE AUTISM OUTREACH, INC.
1342 NW 84th Avenue
Doral, FL 33126**

**ARTICLE III
PURPOSE**

The Corporation's purpose is to increase awareness of Autism, and to raise and disburse funds to assist families challenged by Autism with the costs of assessment, creation and delivery of treatments and therapies for children with Autism. To the extent permitted by the Internal Revenue Service Code ("Code") Section 501(c)(3), the Corporation is organized exclusively for these charitable, scientific and/or educational purposes.

**ARTICLE IV
BOARD OF DIRECTORS**

The Board of Directors, consisting of no less than three (3) directors, shall manage the affairs of the Corporation. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but at no time may the Board of Directors be comprised of less than three (3) directors. The election of directors shall be in done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors are:

**Robin A. Ramos
1238 Ibis Avenue,
Miami Springs, FL 33166**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Rebecca Perez
511 Plover Avenue,
Miami Springs, FL 33166

Zavier M. Garcia
656 South Drive,
Miami Springs, FL 33166

ARTICLE V
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributed to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying-on of propaganda or, otherwise, attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statement) on behalf of any candidate for public office. Notwithstanding any other provision of these Amended Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501 (c)(3) or by a corporation, contributions to which are deductible under Code Section 170 (c)(2).

If the Corporation is at any time deemed to be a private foundation, within the meaning of Code Section 509 (a), then the Corporation, for the period in which it is so deemed, shall distribute its income for each tax year at such time and in such a manner, as not to subject the Corporation to tax under Code Section 4942. The Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments in a manner as to subject it to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945 (d).

ARTICLE VI
REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Daniel A. Espino, Esq.
Grand Bay Office Plaza, Suite 701
2665 South Bayshore Drive
Miami, Florida 33133

ARTICLE VII
INCORPORATORS

The name and address of the incorporator of the Corporation is:

Robin A. Ramos
1238 Ibis Avenue,
Miami Springs, FL 33166

ARTICLE VIII
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 those purposes and the effective operation of the Corporation, and if they comply with the requirements established in the Bylaws of the Corporation (the "Bylaws"). Members shall no voting rights, except as provided in the Bylaws.

ARTICLE IX
DISSOLUTION

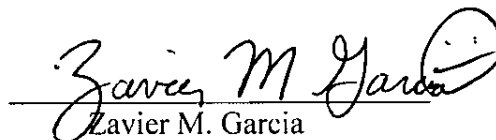
Upon the dissolution or winding down of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501 (c)(3).

ARTICLE X
CORPORATE EXISTENCE

The Corporation came into existence on April 23rd, 2009, upon the electronic filing of its Articles of Incorporation with the Florida Department of State. The filing of these Amended and Restated Articles of Incorporation shall in no way affect the effective date of the Corporation.

THIS CERTIFIES that the foregoing constitutes the Amended and Restated Articles of Incorporation of Faith's Place Autism Outreach, Inc., adopted by unanimous vote of the Board of Directors as of the 28th day of August, 2009 and does not contain any amendments requiring member approval.

EXECUTED as of the 30th day of September, 2009.


Xavier M. Garcia

Secretary of Faith's Place Autism Outreach, Inc.