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SECRETARY OF STATE  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FATHER'S TO THE RESCUE, INC.**

**Document No.: N11000003101**

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (the "Amended & Restated Articles") of FATHER'S TO THE RESCUE, INC., a Florida not-for-profit corporation (the "Corporation"), are submitted in accordance with §617.1007 of The Florida Not-For-Profit Corporation Act (the "Act") for the purpose of amending and restating the Articles of Incorporation of the Corporation, filed with the Florida Department of State on March 28, 2011 and assigned Document Number N11000003101 (the "Articles of Incorporation"), in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth herein.

**ARTICLE I  
NAME**

The name of the Corporation formed pursuant to these Articles shall be

**FATHERS TO THE RESCUE, INC.**

**ARTICLE II  
PRINCIPAL OFFICE ADDRESS**

The principal office and mailing address of the Corporation shall initially be 3160 N.W. 58th Street Miami, FL 33142. The Board of Directors may from time to time change the principal office and/or mailing address of the Corporation.

**ARTICLE III  
REGISTERED OFFICE & REGISTERED AGENT**

The name of the registered agent and the registered office address at which the resident agent of the Corporation is located are as follows:

Andrew Cruse  
3160 N.W. 58th Street  
Miami, FL 33142

The resident agent is over eighteen (18) years of age and is an individual resident of the State of Florida.

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**ARTICLE IV**  
**PURPOSES & POWERS**

A. Exempt Purposes. The exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the Corporation, are as follows:

(i) to bring fathers and mothers together in a learning environment to strengthen their ties to their families and communities; and

(ii) to perform other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as amended from time to time (the "Code"), and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, religious, educational and scientific purposes to organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and the making of distributions to states, territories or possessions of the United States or the District of Columbia, but only for charitable purposes. As used at the end of the preceding sentence, "charitable purposes" shall be limited to and include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code.

B. Powers. Subject to the provisions contained in Article IV.A above, the Corporation shall have all of the powers reserved for non-for profit corporations as set forth in Section 617.0302 of the Act.

**ARTICLE V**  
**RESTRICTIONS ON ISSUANCE OF CAPITAL STOCK**

The Corporation shall not be authorized to issue capital stock.

**ARTICLE VI**  
**BOARD OF DIRECTORS & OFFICERS**

The management and affairs of the Corporation shall be vested in a Board of Directors. All of the duties and powers of the Corporation shall be exercised by the Board of Directors. The initial number of directors of the Corporation (the "Directors") shall be Five (5), which number may be increased or decreased pursuant to the duly adopted Bylaws of the Corporation (the "Bylaws"), but shall never be less than the minimum number permitted by the laws of the State of Florida now or hereafter in force. The Directors shall be elected in the manner provided in the Bylaws. The names of the initial Directors who will serve until the first annual meeting of the Directors (unless earlier removed pursuant to the Bylaws) and until their successors are elected and qualified are as follows:

A. Name:

Edwin S. Gaitor

Address:

3693 Washington Avenue  
Miami, FL 33133

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Andrew Cruse	3160 N.W. 58th Street Miami, FL 33142
Alfred Johnson	130 NE 192 Street Miami, FL 33179
Delores Smart	210 Florida Avenue Miami, FL 33133
Michael Philip	114 Oak Avenue Coral Gables, FL 33133

B. Notwithstanding Article VI.A above, the Board of Directors of the Corporation may delegate authority to administer the day-to-day management and affairs of the Corporation to officers elected in accordance with the Bylaws of the Corporation (the "Officers"). The Officers shall have such power and authority as may be delegated by the Board of Directors consistent with applicable law and the Bylaws. The names and addresses of the initial Officers of the Corporation who shall serve until the election of their successors or their earlier resignation or removal in accordance with the Bylaws are as follows:

<u>Name:</u> Edwin S. Gaitor	<u>Office:</u> President
Andrew Cruse	Vice President
Delores Smart	Secretary
Alfred Johnson	Treasurer

#### **ARTICLE VII**

##### **LIMITATIONS ON POWERS OF CORPORATION AND DISSOLUTION PROVISION**

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the Board of Directors:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of, the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Sections 170(e)(2), 2055(a)(2) and 2522(a) of the Code.

B. Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the

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assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of such disposal qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court located in Miami Dade County, Florida or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

C. The Corporation shall indemnify the Directors and the Corporation's officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

D. To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

E. During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

(i) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject it to the tax imposed under Section 4944 of the Code.

(v) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

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F. The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

The enumeration and definition of particular powers of the Board of Directors included in this Article VII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

**ARTICLE VIII**  
**DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with the Bylaws.

**ARTICLE IX**  
**INCORPORATORS**

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

Andrew Cruse  
3160 N.W. 58th Street  
Miami, FL 33142

Having been named as registered agent to accept service of process for the above stated 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.

Andrew Cruse  
Required Signature of Registered Agent

1-4-12  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Andrew Cruse  
Required Signature of Incorporator

1-4-12  
Date

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**CERTIFICATE OF THE BOARD OF DIRECTORS OF  
FATHER'S TO THE RESCUE, INC.  
REGARDING ADOPTION OF THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
FATHER'S TO THE RESCUE, INC.**


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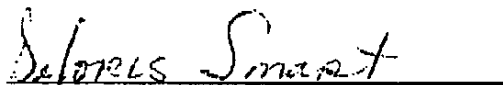
Pursuant to the provisions of Section 617.1007(3), Florida Statutes, the undersigned directors of FATHER'S TO THE RESCUE, INC. (the "Corporation") hereby certify:

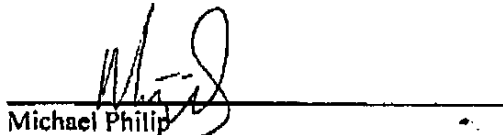
1. That the foregoing amendment and restatement of the Articles of Incorporation did not require member approval.
2. By meeting held on December 12, 2011, the Board of Directors of FATHER'S TO THE RESCUE, INC. unanimously approved the foregoing amendment and restatement of the Articles of Incorporation of FATHER'S TO THE RESCUE, INC.

  
Edwin S. Galtor

  
Andrew Cruse

  
Alfred Johnson

  
Delores Smart

  
Michael Phillip