

Dr FEB. 29. 2012 at 3:01 PM

TRENAM KEMKER

NO. 2309

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N120000000433

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
HELP 2 OTHERS, INC.

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Help

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FEB. 23. 2012 3:01PM

TRENAM KEMKER
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Fax Server



February 23, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HELP 2 OTHERS, INC.
13711 ANTLER POINT DRIVE
TAMPA, FL 33626

SUBJECT: HELP 2 OTHERS, INC.
REF: N12000000433

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H12000047717
Letter Number: 912A00007745

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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NO. 2989 P. 3
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2012 FEB 23 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
HELP 2 OTHERS, INC.**

HELP 2 OTHERS, INC., a nonprofit corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is Help 2 Others, Inc. and its Document Number with the Florida Department of State is N12000000433.

2. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida.

3. The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the Board of Directors by a written consent dated 2/14/2012, 2012, and member approval is not required.

4. These Articles of Amendment and Restatement of the Articles of Incorporation of Help 2 Others, Inc. shall be effective upon filing thereof with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Help 2 Others, Inc. as of the 14th day of February, 2012.

HELP 2 OTHERS, INC.

By: Mike Bunkley

Mike Bunkley, President

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**ARTICLES OF INCORPORATION
OF
HELP 2 OTHERS, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Help 2 Others, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

13711 Antler Point Drive
Tampa, Florida 33626.

ARTICLE III

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable and other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In order to accomplish the foregoing, it shall be within the purposes of this corporation to establish and maintain charitable and educational activities, and to take such other action which, from time to time, shall be necessary or desirable to implement and further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

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(c) No part of the net earnings of this corporation shall inure to the benefit of any director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no director, officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(i) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(ii) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE V**No Members**

The corporation shall have no members.

ARTICLE VI**Term of Existence**

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII**Registered Agent and Registered Office**

The initial registered agent of this corporation shall be Mike Bunkley, and the initial registered office of this corporation shall be 13711 Antler Point Drive, Tampa, Florida 33626. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII**Incorporator**

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Mike Bunkley	13711 Antler Point Drive Tampa, Florida 33626

ARTICLE IX**Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective

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officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of the State of Florida.

ARTICLE X

Directors

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, and until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Mike Bunkley	13711 Antler Point Drive Tampa, Florida 33626
Tina Dumar	4307 W. Swann Avenue Tampa, Florida 33609
Joel Playford	11118 Irish Moss Avenue Riverview, Florida 33569
Lori Taylor	6107 Galleon Way Tampa, Florida 33615
Matt Schreiber	20005 Lomond Lane Tampa, Florida 33647
Amanda Osmera	5106 Bell Chase Circle Tampa, Florida 33634

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ARTICLE XI**Bylaws**

The bylaws of this corporation may be made, altered, amended or repealed and new bylaws may be adopted from time to time by a majority vote of the Directors of this corporation.

ARTICLE XII**Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Help 2 Others, Inc. as of the 14th day of February, 2012.

HELP 2 OTHERS, INC.By: 

Mike Bunkley, President

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HELP 2 OTHERS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

MIKE BUNKLEY, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 14th day of February, 2012.


MIKE BUNKLEY

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