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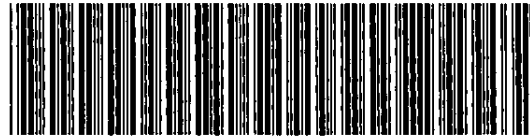
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Homes for the Less Fortunate of Haiti Inc.

DOCUMENT NUMBER: N122000005967

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

Please return all correspondence concerning this matter to the following:

Wilner St. Phar

(Name of Contact Person)

(Firm/ Company)

P.O. Box. 681874

(Address)

Miami, FL 33168

(City/ State and Zip Code)

wstphar@homesforthelessfortunateofhaiti.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wilner St. Phar at 305 776-9642

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 11, 2012

WILNER ST. PHAR
POST OFFICE BOX 681874
MIAMI, FL 33168

SUBJECT: HOMES FOR LESS FORTUNATE OF HAITI INC.
Ref. Number: N12200005967

We have received your document for HOMES FOR LESS FORTUNATE OF HAITI INC. 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):

Officer signature required.

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) 245-6050.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 912A00025210

RECEIVED
12 NOV -5 AM 8:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Homes for the Less Fortunate of Haiti Inc.

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

Homes for the Less Fortunate of Haiti Inc.

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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2012 NOV -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 2) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 3) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 4) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 5) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |
| 6) <input type="checkbox"/> Change | _____ | _____ | _____ |
| <input type="checkbox"/> Add | | | _____ |
| <input type="checkbox"/> Remove | | | _____ |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Attachment

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be Homes for the less Fortunate of Haiti Inc. The business of the corporation may be conducted as Homes for the Less Fortunate of Haiti Inc. or HLFH Inc.

1.02 Location

The place where the principal office of the Corporation is to be located is in the State of Florida in the City of Miami Dade County.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

Homes for the Less Fortunate of Haiti Inc. is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Homes for the Less Fortunate of Haiti Inc.'s purpose is to eliminate poor housing quality in Haiti by helping to build or rebuild homes for families in Haiti whose homes are in less than acceptable living conditions. We also aim to increase educational opportunities for school age children. We will accomplish this through fundraising and working with families who needs assistance.

3.02 Public Benefit

Homes for the Less Fortunate of Haiti Inc. is designated as a public benefit corporation.

**ARTICLE IV
NON-PROFIT NATURE**

4.01 Non-profit Nature

Homes for the Less Fortunate of Haiti Inc. is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Homes for the Less Fortunate of Haiti Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

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 this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Homes for the Less Fortunate of Haiti Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer, or director of this corporation shall be personally liable for the debts or obligations of Homes for the Less Fortunate of Haiti Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Homes for the Less Fortunate of Haiti Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Homes for the Less Fortunate of Haiti Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Homes for the Less fortunate of Haiti Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Homes for the Less Fortunate of Haiti Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Montana.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Montana to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered

to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Homes for the Less Fortunate of Haiti Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be

ST.PHAR, WILNER
P.O BOX 681874
MIAMI FL 33168

ALEXIS, ASTRIDE
2191NE 168TH STREET
APT 3
NORTH MIAMI BEACH
FL 33162

CASTIL, SAMUEL
PILLATRE ACUL-DU-
NORD #81
CAP-HAITIAN, HA

In witness whereof, we have hereunto subscribed our names this day of Oct 04, 2012.

Wilner St. Phar

Astride Alexis

Samuel Castil

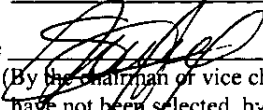
The date of each amendment(s) adoption: 10/03/2012

Effective date if applicable: 10/03/2012
(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(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/03/2012

Signature 
(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)

Wilner St. Phar
(Typed or printed name of person signing)

P/C/T
(Title of person signing)