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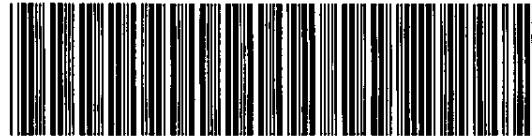
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C. LEWIS
FEB 12 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: A HAND UP INTERNATIONAL, INCORPORATED

DOCUMENT NUMBER: N12000007079

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

Please return all correspondence concerning this matter to the following:

Dr. Paula Kaye Jones

(Name of Contact Person)

A Hand Up International, Incorporated

(Firm/ Company)

9230 Cherokee Street

(Address)

Youngstown, FL 32466

(City/ State and Zip Code)

ahandup.pkjones@gmail.com

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

For further information concerning this matter, please call:

Dr. Paula Kaye Jones

(Name of Contact Person)

at (**850**) **532-5165**

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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

February 3, 2014

DR. PAULA KAYE JONES / A HAND UP INTERNATIONAL INC
9230 CHEROKEE ST
YOUNGSTOWN, FL 32466 US

SUBJECT: A HAND UP INTERNATIONAL, INCORPORATED
Ref. Number: N12000007079

We have received your document for A HAND UP INTERNATIONAL, INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You cannot file two sets of amendments. Please choose one or the other and make sure everything you need to change or add is in the amendment you choose.

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 414A00002372

A Hand Up International, Incorporated

A Florida Non-profit Public Benefit Corporation

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

NAME AND LOCATION

1.01 Name

The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Florida is A Hand Up International, Incorporated. The business of the corporation may be conducted as A Hand Up International, Incorporated.

1.02 Location

The principal office of A Hand Up International, Incorporated shall be situated in the State of Florida at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE II

ADDRESSES OF THE CORPORATION

2.01 Corporate Address

The physical address of the corporation is:

404 S. Tyndall Parkway
Panama City, FL 32404

The mailing address of the corporation is

9230 Cherokee Street
Youngstown, FL 32466

APPROVED
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FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated Articles
To
Articles of Incorporation
of

A Hand Up International, Incorporated

N12000007079- Document Number

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the submitted amendments and restatements to its Articles of Incorporation

Submitted by Registered Agent:

Dr. Paula Kaye Jones

9230 Cherokee Street

Youngstown, Florida 32466

Registered Agent's Signature:

Dr. Paula Kaye Jones

ARTICLE III

PURPOSE

3.01 Purpose

A Hand Up International, Incorporated is a non-profit corporation and shall operate exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. A Hand Up International, Incorporated's purpose is to provide resources, training and mentoring to non-profit organizations and individuals in furthering their services to others and for improving the quality of life for individuals. A Hand Up International, Incorporated will provide these services at a local, national and global level. The services provided will operate in the manner of each area as specified below:

Assisting the underprivileged to acquire resources necessary for the improvement of quality of life and self-sufficiency- To maximize our impact on efforts, A Hand Up International, Incorporated will partner with other non-profit organizations to provide resources needed to meet basic needs such as food, clothing, shelter and medical. From basic needs being met, A Hand Up International, Incorporated will provide mentoring and training services to underprivileged families in helping them to acquire skills in becoming self-sufficient. Such mentoring and training services may include but are not limited to: budgeting income, completing a job application and resume, job interviews, time management, organizational skills, parenting skills, acquiring needed medical/health services, helping children with academic success, family recreation, etc. Other services provided may include the partnership and training of other non-profit organizations in providing such services as described above.

Technical assistance to nonprofit organizations- A Hand Up International, Incorporated will provide support to other nonprofit organizations in the acquiring and provision of resources and services needed to carry out projects in serving others. Resources and Services may include the following:

Construction support to nonprofit organizations - A Hand Up International, Incorporated will provide support at all phases of construction projects for nonprofit organizations. Support may include the planning phase (architectural drawings, developing plans, acquiring materials list, permits, etc.) acquiring resources (materials, volunteers, fundraising, shipping, etc.), building phase (coordinating volunteer efforts, travel arrangements, constructing buildings and related hardware) and needed renovations to existing buildings.

Underground utilities support to nonprofit organizations- A Hand Up International, Incorporated will provide support to nonprofit organizations through the preparation, planning and burial of such underground utilities as fiber optic, electrical, pipe, telecommunications, etc. in the United States and in foreign countries.

Providing water sources to those unable to access water for survival- A Hand Up International, Incorporated will provide support to nonprofit organizations or directly to water deprived people through the digging and placing of water wells in the United States and in foreign countries.

Notwithstanding any other provisions of these articles, the organization is organized for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws. Providing resources to meet basic needs- A Hand Up International Incorporated will provide resources such as food to nonprofit organizations that provide outreach services in working with people in need.

3.02 Public Benefit

A Hand Up International, Incorporated is designated as a public benefit corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Governance

A Hand Up International, Incorporated shall be governed by its board of directors. The Board of Directors shall be APPOINTED.

4.02 Number of Directors

A Hand Up International, Incorporated shall have a board of directors consisting of at least 4 and no more than 10 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.03 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of A Hand Up International, Incorporated shall be managed under the direction of the board, except as otherwise provided by law.

4.04 Terms

- (a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.05 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be at least 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.06 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.07 Removal of Directors

A director may be removed by at least two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.
Or:
- (b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given opportunity to be heard at a meeting of the board.

4.08 Board of Directors Meetings

- (a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, text or facsimile transmission, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

- (b) **Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (c) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Florida law.

4.09 Manner of Acting

- (a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) **Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

4.12 Membership

The Corporation shall have no members other than the persons elected or appointed as members of the Board of Directors, who shall be considered to be the members of the Corporation for the

purposes of any statutory provision or rule of law relating to members of an non-stock nonprofit corporation.

4.13 Associates

The Board of Directors may provide for the creation and recognition of associates of the Corporation to be known as "Corporation Associates" in its discretion. Such Corporation Associates will have no authority to act for or incur any liability against the Corporation, and will have no vote in the Corporation's corporate affairs.

ARTICLE V

APPOINTMENT OF REGISTERED AGENT

5.01 Registered Agent

The registered agent of the corporation shall be:

The name and Florida Street address of the registered agent is:

Dr. Paula Kaye Jones
9230 Cherokee St
Youngstown, FL 32466

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

William Wesley Best
3736 Greentree Place
Panama City, FL 32405

Electronic Signature of Incorporator: William Wesley Best

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

ARTICLE VII

The officers and/or directors of the corporation are:

Title: President

Dr. Paula Kaye Jones
9230 Cherokee Street
Youngstown, FL 32466 US

Title: Vice President

William Wesley Best
3736 Greentree Place
Panama City, FL 32405 US

Title: Executive Secretary

Thomas Hardy
706 Radcliffe Avenue
Lynn Haven, FL 32444 US

Title: Secretary

Kelly Allan
2131 Westover Drive
Panama City, FL 32405 US

Title: Treasurer

Willie Ray (Bill) Gainey
833 W. Pierson Drive
Lynn Haven, FL 32444 US

Title: Trustee

Steve Burdeshaw
508 Radcliffe Avenue
Lynn Haven, FL 32444 US

Title: Director

Jeanette Best
2325 Cincinnati Drive
Panama City, FL 32405

Title: Director

Dale Jones
9230 Cherokee Street
Youngstown, FL 32466 US

ARTICLE VIII

The effective date for this corporation shall be:
07/15/2012

ARTICLE IX

NON-PROFIT NATURE

9.01 Non-profit Nature

A Hand Up International, Incorporated is organized exclusively for religious, charitable, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of A Hand Up International, Incorporated 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.

A Hand Up International, Incorporated 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 religious, charitable and educational purposes. No part of the 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.

9.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of A Hand Up International, Incorporated 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.

9.03 Dissolution

Upon termination or dissolution of A Hand Up International, Incorporated, 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 (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 A Hand Up International, Incorporated hereunder shall be selected by the discretion of a majority of the managing body of A Hand Up International, Incorporated 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 A Hand Up International, Incorporated 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 Florida.

In the event that the court shall find the this section is applicable but that there is no qualifying organization known to it which has a religious, charitable and educational 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 Florida to be added to their general fund.

9.04 Prohibited Distributions

No part of the net earnings, or properties 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 A Hand Up International, Incorporated 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.

9.05 Restricted Activities

No substantial part of A Hand Up International, Incorporated'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.

9.06 Prohibited Activities

Notwithstanding any other provision of these Articles, A Hand Up International, Incorporated 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 179(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

MEMBERSHIP

10.01 Membership

A Hand Up International, Incorporated shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE XI

AMENDMENTS

11.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors

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SECRETARY OF STATE

CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION

I do hereby certify that the above stated Amended and Restated Articles of Incorporation of A Hand Up International, Incorporated were approved by A Hand Up International, Incorporated Board of Directors by 5/6 of members (5 out of 5 present) on Wednesday, January 15, 2014 and constitute a complete copy of the Articles of Incorporation of the corporation.

President: Dr. Paula Kaye Jones

Signature:

Dr. Paula Kaye Jones