

Julianne R. Frank

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

N17069

September 23, 1999

FILED
99 OCT 21 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400002996114--7
-09/24/99-01040-004
*****35.00 *****35.00

RE: FOSTER PARENTS ASSOCIATION OF PALM BEACH COUNTY, INC.

Dear Sir/Madam:

Enclosed are the original and two copies of the Restated Articles of Incorporation for the above-named Florida corporation together with the requisite check in the amount of \$35.00 representing payment of the Filing Fee.

Please file the enclosed Articles of Incorporation and return evidence of same to the undersigned.

Thank you for your attention to this matter.

Sincerely,

Julianne Frank
Julianne R. Frank
JRF/cag
Enclosures as stated
c:\wpdocs\clients\corp\fosters.ltr

~~1099-22579~~
Restated Art. & N/C

V. SHEPARD OCT 25 1999

11380 PROSPERITY FARMS ROAD SUITE 114 PALM BEACH GARDENS, FL 33410
561-626-4700
FAX 561-627-9479

NATIONAL CERTIFICATION IN BUSINESS AND
CONSUMER BANKRUPTCY LAW



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 30, 1999

JULIANNE R. FRANK
11380 PROSPERITY FARMS RD., STE. 114
PALM BEACH GARDENS, FL 33410

SUBJECT: FOSTER PARENTS ASSOCIATION OF PALM BEACH COUNTY,
INC.

Ref. Number: N17069

We have received your document for FOSTER PARENTS ASSOCIATION OF PALM BEACH COUNTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 799A00047675

RECEIVED
99 OCT 1 8 30 AM '99
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 1999

JULIANNE R. FRANK
11380 PROSPERITY FARMS RD., STE. 114
PALM BEACH GARDENS, FL 33410

SUBJECT: FOSTER PARENTS ASSOCIATION OF PALM BEACH COUNTY,
INC.
Ref. Number: N17069

We have received your document for FOSTER PARENTS ASSOCIATION OF PALM BEACH COUNTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 499A00049100

Rec'd 10/21

FILED
99 OCT 21 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF

FOSTER PARENTS ASSOCIATION OF PALM BEACH COUNTY, INC.

Pursuant to Section 617.1007, Florida Statutes, the undersigned corporation adopts the following restated articles of incorporation:

The articles are hereby restated in their entirety as attached.

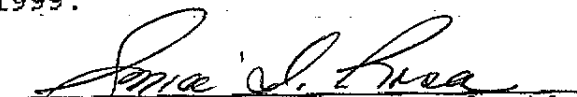
Approval and ratification of these Restated Articles was by unanimous/majority vote of the general membership of the Association at its Annual members meeting on August 10, 1999. A majority vote is sufficient for approval.


HAZEL LUCAS, President of
Board of Directors

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Hazel Lucas, to me well known to be the person who executed the foregoing articles of amendment to the Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

19 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of October, 1999.


NOTARY PUBLIC, State of Florida
My Commission expires:

c:\wpdocs\clients\corp\FPA.AMD



Sonia I. Rosa
Commission # CG 868570
Expires Oct. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**RESTATED
ARTICLES OF INCORPORATION
OF
CHILDREN'S HOPE, INC.**

The undersigned hereby makes, subscribes, acknowledges and files these Restated Articles of Incorporation for a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation formerly the "Foster Parents Association of Palm Beach County, Inc." is hereafter to be CHILDREN'S HOPE, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence. Notwithstanding any other provision of these Articles, in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III

Purpose

A. The general purpose for which the Association is formed is to operate exclusively for such purposes as will qualify it as an exempt organization under Sections 501(c)(3) and (6) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Law, including, for such purposes, the making of distribution to organizations qualifying as tax-exempt organizations under that code.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

Principal Business Address

The principal business address of the Corporation shall be 1300 N. Florida Mango Road, #21, West Palm Beach, FL 33409.

ARTICLE V

Office of Registered Agent

The street address of the current registered office of the Corporation is 11380 Prosperity Farms Road, #114, Palm Beach Gardens, FL 33410. The name of the Registered Agent at such address is Julianne R. Frank.

ARTICLE VI

Board of Directors

The Board of Directors shall consist of nine members. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three. The method of election of Directors shall be as stated in the By-Laws.

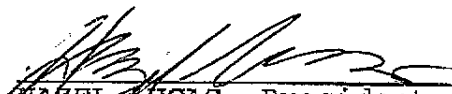
ARTICLE VII

Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, subject to

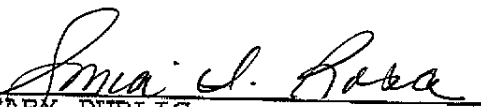
the terms specifically set forth in the By-Laws of this Corporation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 6 day of October, 1999.


HAZEL LUCAS, President of
Board of Directors

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared HAZEL LUCAS, President of Board of Directors, who acknowledged before me that she signed the within instrument as her own act and deed.

DATED this 6 day of October, 1999.


NOTARY PUBLIC
State of Florida
My Commission expires:

\\corp\lfpd.ort



Sonia I. Rosa
Commission # CC 868570
Expires Oct. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
99 OCT 21 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That CHILDREN'S HOPE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the city of West Palm Beach, Florida, has named Julianne R. Frank, located at 11380 Prosperity Farms Rd., #114, Palm Beach Gardens, FL 33410 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JULIANNE R. FRANK