

N1900000 2580

(Requestor's Name)

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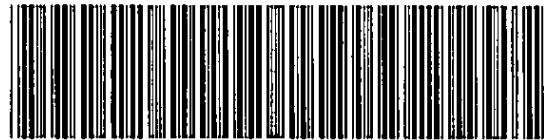
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July 1, 2020

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations - Amendment Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

RE: Restated Articles of Incorporation of Hope for Heroes, Inc.;
Ref. No. N19000002580


Dear Sir or Madam:

Enclosed for filing in the official records of the Florida Department of State, Division of Corporations, Amendment Section is an original and one copy of the Restated Articles of Incorporation of Hope for Heroes, Inc., which has been duly executed. Also enclosed is a copy of your office's letter dated June 12, 2020 wherein you advised as to certain technical deficiencies of a previously attempted filing. Please note the Restated Articles of Incorporation have been updated to (1) include a statement that they were adopted by the entity's board of directors, the entity having no members (see Section 1.1, paragraph 4) and (2) include a signed written acceptance by the registered agent (see page 7). I note that the Restated Articles of Incorporation make a change to the name and address of the registered agent.

Please file the original and file-stamp the copy to be returned to me. **IF POSSIBLE, PLEASE RETURN THE FILE-MARKED COPY TO MY OFFICE BY EMAIL TO DMOORE@BWWLAW.COM.** As my firm's check in the amount of \$35.00 was not returned, it is my understanding the prior check will be applied to this revised filing. Please advise via telephone or email if that understanding is incorrect.

Thank you for your attention to this matter. Please call with any questions or concerns.

Sincerely,

BOURLAND, WALL & WENZEL, P.C.

Darren B. Moore



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2020 JUN 12 11:17:06

June 12, 2020

BOURLAND, WALL & WENZEL, P.C.
ATTN: DARREN MOORE
301 COMMERCE STREET - SUITE 1500
FORT WORTH, TX 76102-4115

SUBJECT: HOPE FOR HEROES, INC.
Ref. Number: N19000002580

We have received your document 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 220A00011683

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RESTATED ARTICLES OF INCORPORATION

OF

HOPE FOR HEROES, INC.

ARTICLE ONE

ENTITY NAME/ARTICLE CONSOLIDATION/REQUIRED ADOPTION INFORMATION

Section 1.1

The name of the corporation is Hope for Heroes, Inc. (the "Corporation").

The file number issued to the filing entity by the Secretary of State is N19000002580.

The date of formation of the filing entity is March 5, 2019.

These adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them. Each new amendment has been made in accordance with the provisions of the Florida Not for Profit Corporation Act (the "Act") and have been approved in the manner required by §617.1002 of the Act and by the governing documents of the entity. These Restated Articles of Incorporation were adopted by the Board of Directors, the Corporation having no members. These Restated Articles of Incorporation accurately state the text of the Articles of Incorporation being restated and as amended by these Restated Articles of Incorporation. These Restated Articles of Incorporation do not contain any other change to the Articles of Incorporation being restated except for information permitted to be omitted by the Act.

This document is to become effective when filed with the Florida Secretary of State.

Section 1.2

The Corporation is a nonprofit corporation organized under the Act and shall have all the powers, duties, authorizations, and responsibilities as provided therein to nonprofit corporations. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code"). The organizer has been authorized to execute these Restated Articles of Incorporation.

ARTICLE TWO

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 105 South Narcissus Avenue, Suite 800, West Palm Beach, Florida 33401, and the name of the registered agent at such address is Benjamin E. Blank.

ARTICLE THREE
MANAGEMENT

Section 3.1

The Corporation is a nonprofit corporation and the management of its affairs is vested in its board of directors pursuant to §617.0801 of the Act.

Section 3.2

The board of directors shall be elected in the manner set forth in the Bylaws of the Corporation. The three may be increased or decreased from time to time by amendment to the Bylaws of the Corporation, but in no event shall there be less than three (3) directors, and no decrease shall have the effect of shortening the term of any incumbent director. The three constituting the initial board of directors shall be three (3) and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin E. Blank	105 South Narcissus Avenue, Suite 800 West Palm Beach, Florida 33401
Timothy H. Birnbaum	105 South Narcissus Avenue, Suite 800 West Palm Beach, Florida 33401
Joseph A Fleming	105 South Narcissus Avenue, Suite 800 West Palm Beach, Florida 33401

ARTICLE FOUR
MEMBERSHIP

There shall be no members.

ARTICLE FIVE
PURPOSES

Section 5.1

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code, and to conduct, accomplish, and carry on its objectives, functions, and purposes or any part thereof set forth in the governing documents of the Corporation as amended from time to time, within or without the State of Florida. Within the scope of the foregoing purposes and not by limitation thereof, the Corporation is organized and operated to provide support and assistance for socioeconomically disadvantaged high school students who wish to escape a cycle of poverty through military service.

Section 5.2

This Corporation is additionally organized to promote, encourage, and foster any other similar charitable, religious, scientific, or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation, provided, however, no act may be performed which would violate Section 501(c)(3) of the Code as it now exists or as it may hereafter be amended.

Section 5.3

In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in §617.0302 of the Act as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a)(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Restated Articles of Incorporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iii) Notwithstanding any other provisions of these Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is or is deemed to be in any one year a "private foundation" as defined by Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's charitable, religious, scientific, or educational purposes or if the gift or grant would require serving a private as opposed to public interest.

ARTICLE SIX
LIMITED LIABILITY OF OFFICERS AND DIRECTORS

Section 6.1

An officer or director of the Corporation is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- a. The officer or director breached or failed to perform his or her duties as an officer or director; and
- b. The officer's or director's breach of, or failure to perform, his or her duty constitutes:
 1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
 2. A transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or
 3. Recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability, or indemnity to which a director may be entitled under any other provision of these Restated Articles of Incorporation, the Bylaws of the Corporation, contract or agreement, vote of directors, principle of law, or otherwise.

Section 6.2

If §617.0834 or any other statute of the State of Florida is amended hereafter to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Florida, as so amended, and such elimination or limitation of liability shall be in addition to, and

not in lieu of, the limitation on the liability of a director of the Corporation provided by the foregoing provisions of this ARTICLE SIX.

Section 6.3

Any repeal of or amendment to this ARTICLE SIX shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment.

Section 6.4

This provision shall in no way limit or relieve a director (or officer, as applicable) for federal excise taxes under Chapter 42 of the Code.

ARTICLE SEVEN OPERATION AND TERMINATION

Section 7.1

The Corporation is organized and operated exclusively for the purposes set forth under ARTICLE FIVE of these Restated Articles of Incorporation. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

Section 7.2

The Corporation pledges its assets for use exclusively in performing the Corporation's charitable, religious, scientific, or educational functions. In the event the Corporation is to be terminated, after all liabilities and obligations of the Corporation are paid or provision is made therefore, the Corporation's board of directors shall distribute the remaining assets of the Corporation as they shall determine but only for tax-exempt purposes to such organization or organizations organized and operated exclusively for charitable, religious, scientific, or educational purposes and which are exempt under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to one or more organizations exempt under Section 501(c)(3) of the Code in a manner which best accomplishes the purposes of the Corporation. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its termination.

Section 7.3

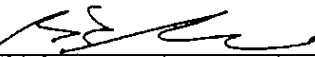
The Corporation's board of directors shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

ARTICLE EIGHT INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer


or other person related to the Corporation as provided by the provisions of the Act governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

Dated: 06/29/2020

Signature: 
Benjamin E. Blank, President

**ACCEPTANCE OF APPOINTMENT AND CONSENT TO SERVE AS
REGISTERED AGENT FOR HOPE FOR HEROES, INC.**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Restated Articles of Incorporation to which this Certificate is appended, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature: 

Printed Name: Benjamin E. Blank

Date: 06/29/2020