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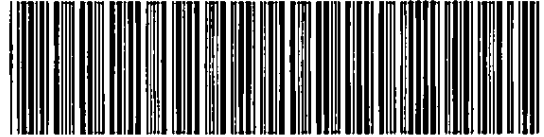
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STATE OF MASSACHUSETTS

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hanley Foundation Properties, Inc.

DOCUMENT NUMBER: N21000014549

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

Please return all correspondence concerning this matter to the following:

John Harrison Hough

(Name of Contact Person)

Murphy Reid, LLP

(Firm/ Company)

11300 US Highway One, Suite 401

(Address)

Palm Beach Gardens, FL 33408

(City/ State and Zip Code)

jhhoughlaw@comcast.net

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

For further information concerning this matter, please call:

John Harrison Hough

561

723-5511

at

(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:

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☐ \$43.75 Filing Fee &
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☒ \$52.50 Filing Fee
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Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED ARTICLES OF INCORPORATION
OF
HANLEY FOUNDATION PROPERTIES, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FL**

The following are the Amended Articles of Incorporation of HANLEY FOUNDATION PROPERTIES, Inc.

ARTICLE ONE - Name

The name of the Corporation is HANLEY FOUNDATION PROPERTIES, Inc.

ARTICLE TWO - Principal Office and Address

The address of the principal office of the Corporation 700 S. Dixie Hwy, #103 West Palm Beach, Florida 33401, and the mailing address of the Corporation is 700 S. Dixie Hwy, #103 West Palm Beach, Florida 33401.

ARTICLE THREE - Purpose

The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom and the principal, or part thereof, for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive such property, real, personal and mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if to be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation

pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida Statute Sections 617.01011 *et seq.* for charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its director, 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The charitable and educational purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article Three, shall be limited to the following: owning and managing real estate to be used by Help for Hope, Inc. and Hanley Center Foundation, Inc. and their successors for their use in providing substance abuse prevention and educational programs for parents, caregivers and school age children, and to make grants to such organizations for their charitable and educational purposes, and to generate revenue for such charitable purposes.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE FOUR – Members

The Corporation shall have no members.

ARTICLE FIVE – Directors and Officers

The affairs of the Corporation shall be managed by a Board of Directors, the number of Directors of which shall not be less than three (3) who shall be elected by the Board of Directors of Help Becomes Hope, Inc. If Help Becomes Hope, Inc. is not in existence, the Directors shall be elected by the Board of Directors. The initial Directors and Officers shall be:

Chairman - Director
CHARLES S. JAMES
224 E Lakewood Rd
West Palm Beach, FL 33405

Vice Chairmen - Director
MICHAEL J HANLEY
485 Winfield Glen Court
Atlanta, GA 30342

Treasurer-Director
GERARD ARSENAULT
800 N Flagler Drive
West Palm Beach, FL 33401

Secretary-Director
D. CULVER SMITH III
500 S Australian Avenue
Suite 500
West Palm Beach, FL 33401

ARTICLE SIX – Registered Office and Agent

The registered office of the Corporation shall be 700 S. Dixie Hwy, #103, West Palm Beach, Florida 33401. The registered agent of the Corporation shall be D. Culver Smith III, 500 S Australian Avenue, Suite 500, West Palm Beach, FL 33401

ARTICLE SEVEN – Incorporator

The name and address of the incorporator is: John Harrison Hough, 11300 US Highway One, Suite 401, Palm Beach Gardens, Florida 33408.

ARTICLE EIGHT – Corporate Existence

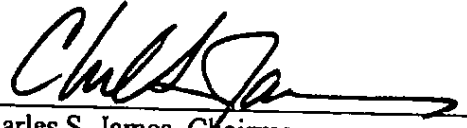
Except as provided herein or by applicable law, the existence of the Corporation shall be perpetual.

ARTICLE NINE – Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

ARTICLE TEN – Territory

The territory in which the operations of the Corporation are principally to be conducted is Florida; however, the Corporation shall not be limited to such territory, but shall be limited to conduct its operations in the United States of America.


Charles S. James, Chairman

Acceptance of Registered Agent

D. Culver Smith III hereby accepts the appointment as Registered Agent.


D. Culver Smith III

SECRETARY OF STATE
TALLAHASSEE, FL

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