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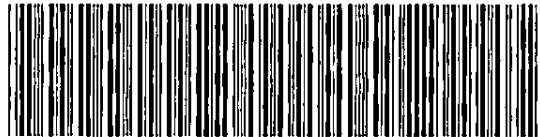
(Business Entity Name)

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S. PRATHER

COVER LETTER

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

SUBJECT: Hooks of Hope, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Helen Dillon Freed

Name (Printed or typed)

1050 Crown Pointe Parkway, Suite 410

Address

Atlanta, GA 30338

City, State & Zip

770-668-9300

Daytime Telephone number

hfreed@galegal.com

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

NOTE: Please provide the original and one copy of the document.

**RESTATED
ARTICLES OF INCORPORATION
OF
HOOKS OF HOPE INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617 Florida Statutes, the undersigned authorized representative of Hooks of Hope Inc. (the "Corporation"), a Florida not-for-profit corporation, hereby executes the following Restated Articles of Incorporation (the "Articles"):

ARTICLE I

The name of the corporation is Hooks of Hope Inc.

ARTICLE II

The Corporation was organized pursuant to the provisions of the Florida Not For Profit Corporation Act effective on June 17, 2024.

ARTICLE III

These adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE IV

The Corporation certifies that: (a) the Board of Directors of the Corporation have approved these restated Articles; (b) these restated Articles do not contain any amendment that requires approval by any person other than the Board of Directors; and (c), approval of members is not required, as the Corporation has no members.

ARTICLE V

The Corporation shall have perpetual duration.

ARTICLE VI

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net receipts or earnings of the Corporation shall inure to the benefit of, or be distributable

2024 U.C. 11.2.1.2

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

ARTICLE VIII

The Corporation formed hereby shall have all of the powers conferred unto it by the Florida Not For Profit Corporation Act which are necessary, incidental, or convenient to the purposes and objects of the Corporation as herein stated. 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 Section 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 Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IX

The Corporation shall have no members.

ARTICLE X

Bylaws of the Corporation formed hereby shall be adopted by a majority of the Directors and may be amended only as provided therein, provided that such Bylaws and amendments shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE XI

These Articles of Incorporation may be amended by a vote of a majority of the Directors of the Corporation formed hereby at any annual or regular meeting or at a special meeting called for that purpose.

ARTICLE XII

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

ARTICLE XIII

The mailing address of the principal office of the Corporation is 8480 Seacrest Drive, Vero Beach, Florida 32963.

ARTICLE XIV

Anything in these Articles or the Bylaws of the Corporation to the contrary notwithstanding, during any period when this Corporation shall be treated as a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, the following shall apply:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XV

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Florida, including the Florida Not For Profit Corporation Act, subject to the conditions prescribed under such

statutory provisions.

(b) In any instance where the laws of the State of Florida permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Florida law.

(c) Nothing in this Article shall be construed as limiting the applicability and scope of Florida law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(d) In accordance with the law of the State of Florida, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida.

ARTICLE XVI

A director of the Corporation shall not have any personal liability to the Corporation or to its members, if any, for monetary damages for any action taken, or for any failure to take any action, as a director, except that this provision shall not eliminate or limit the liability of a director of the Corporation for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liabilities of a director of the Corporation that are imposed by Florida Not For Profit Corporation Act, including F.S. 617.0834; or (d) any transaction from which the director derived an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

I submit this document on behalf of the Corporation and affirm that the facts stated herein are true. I am aware that the 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.

This 25th day of November, 2024.

HOOKS OF HOPE INC.

By: John Lesnik
John Lesnik
Director