

N24070

Florida Department of State
Division of Corporations
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THE HELPING HAND MISSIONS OF SANTA ROSA COUNTY, INC.

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P. 02



February 26, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE HELPING HAND MISSIONS OF SANTA ROSA COUNTY, INC. OF
6423 HAMILTON BRIDGE RD.
MILTON, FL 32570-4625

SUBJECT: THE HELPING HAND MISSIONS OF SANTA ROSA COUNTY, INC. OF MILTON,
FLORIDA
REF: N24070

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Susan Payne
Senior Section Administrator

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE HELPING HAND MISSIONS OF SANTA ROSA COUNTY, INC.
OF MILTON, FLORIDA
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I.

The name of this corporation is The Helping Hand Missions of Santa Rosa County, Inc. of Milton, Florida.

ARTICLE II.

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals in the Northwest Florida area, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code ("charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code"). The Corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing:

(a) Promote and support, by donation, loan or otherwise, the interests and purposes of organizations described above which provide or conduct activities which fall within the category of Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code.

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(b) Raise funds for any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with governmental agencies in furtherance of these purposes.

(f) Provide assistance in meeting the need of emergency crises concerning residents and transients in Northwest Florida;

(g) Coordinate efforts among corporate, religious, private and civic communities in Northwest Florida to further the purposes of the Corporation.

(h) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other 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 herein.

(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

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code.

(iii) Notwithstanding any other provisions 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE IV.

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

The Corporation shall have a sole member, Faith Baptist Church of Milton, Florida, Inc., a Florida not-for-profit corporation as described in Section 501(c)(3) of the Code. The sole member shall have such rights and powers provided voting members from time to time by the Florida Not For Profit Corporation Act and such duties and responsibilities as are provided in the Bylaws of the Corporation.

ARTICLE VI.

The street address of the principal office of the Corporation is 6423 Hamilton Bridge Road, Milton, Florida.

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The street address of the initial registered office of the Corporation is 6423 Hamilton Bridge Road, Milton, Florida.

The name of the initial registered agent at such address is Randal H. Kelley.

ARTICLE VII.

There shall be five (5) directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director is as follows:

<u>Name</u>	<u>Address</u>
Randal Kelley	6826 Mertis Way Milton, FL 32583
Mary King	7365 Beaver Creek Road Baker, FL 32531
Robert Lunsford	5466 Russell Drive Milton, FL 32570
Dewey Mars	6423 Hamilton Bridge Road Milton, FL 32570
Sean (Skip) Stauffer	4032 Ermine Street Milton, FL 32583

ARTICLE VIII.

The name and address of the incorporator of this Corporation is Dewey Mars.

ARTICLE IX.

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than

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an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum

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consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

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ARTICLE X.

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The initial number of directors of the Corporation shall be five (5); provided, however, that such number may be increased to not more than thirteen (13) at any time or from time to time. The initial board of directors shall consist of the persons named herein. Thereafter, the board of directors shall consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

(b) The board of directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

ARTICLE XI.

Bylaws

The bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

ARTICLE XII.

Amendments to Articles

Amendments to these Articles of Incorporation may be proposed by one (1) or more of the directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed

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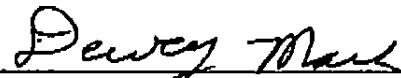
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amendment(s) have been published in or with the notice of the meeting.

ARTICLE XIII.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, to benefit the inhabitants of Northwest Florida area or to the federal, state or local government for exclusively public purposes, as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning Section 501(c)(3) of the Code as said court shall determine.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these amended and restated articles of incorporation on February 12, 2007.


DEWEY MARS

STATE OF FLORIDA
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Dewey Mars, to me personally known or who has produced _____ as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 15th day of February, 2007.



Marilyn L. Mayhew
NOTARY PUBLIC Comm. # DD196461
Exp: 04-07-2009

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

The Helping Hand Missions of Santa Rosa County, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Randal H. Kelley as its initial Registered Agent and Office.

By: Dwight W. Mann
Incorporator

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

Randal H. Kelley
RANDAL H. KELLEY

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**THE HELPING HAND MISSION OF SANTA ROSA COUNTY, INC.
OF MILTON, FLORIDA**

The Helping Hand Mission of Santa Rosa County, Inc., of Milton, Florida a Florida corporation, executes the following:

FIRST: The Amended and Restated Articles of Incorporation of the Helping Hand Missions of Santa Rosa County, Inc., of Milton, Florida, was presented for approval.

SECOND: The members of the Corporation approved the Amended and Restated Articles of Incorporation of the Helping Hand Missions of Santa Rosa County, Inc., of Milton, Florida December 21, 2006.

THIRD: The number of votes cast by the members of the Corporation for adoption of the Amended and Restated Articles of Incorporation of the Helping Hand Missions of Santa Rosa County, Inc., of Milton, Florida, was sufficient for approval of that action

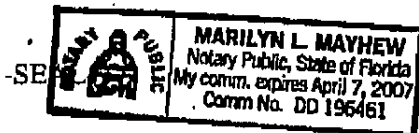
Executed this 6th day of March, 2007.

THE HELPING HAND MISSIONS OF
SANTA ROSA COUNTY, INC., OF
MILTON, FLORIDA

By: Dewey W. Mans
Its: President

STATE OF FLORIDA
COUNTY OF Santa Rosa

The foregoing was executed before me this 6 day of March, 2007, by Dewey W. Mans, as President of the Helping Hand Missions of Santa Rosa County, Inc., of Milton, Florida, on behalf of the corporation who is either personally known to me or has produced _____ as identification and who did (or did not) take an oath.



Marilyn L. Mayhew
NOTARY PUBLIC
Comm. # DD 196461
Exp: 04-07-2007

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