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SECRETARY OF STATE  
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**Alfieri and Associates, LLC.**  
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**PAUL R. ALFIERI, ESQ.**  
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May 16, 2008

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Reference: Reach the Children Foundation, Inc.  
Not for Profit – Restated Articles of Incorporation

Dear Sir or Madam:

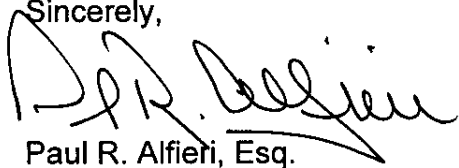
Enclosed are a fully executed original and one copy of the Restated Articles of Incorporation for the above captioned corporation.

Also enclosed is a check in the amount of \$35.00 representing the applicable filing fees to record the Restated Articles of Incorporation.

Please return a copy of the Restated Articles of Incorporation marked "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/  
Encl.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**REACH THE CHILDREN FOUNDATION, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED  
08 MAY 19 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the following Amended and Reinstated Articles of Incorporation supercede the original Articles of Incorporation, as amended, and are adopted by the undersigned Corporation:

**ARTICLE I**

**Name and Location of Principal Office**

The name of the Corporation is Reach The Children Foundation, Inc., a Florida not-for-profit corporation. Its principal office is located at 3111 SW 10<sup>th</sup> Street, Pompano Beach, FL 33069.

**ARTICLE II**

**Term**

The Corporation shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**General Purposes**

The General Purposes for which said Corporation is organized are exclusively for charitable, religious, literary, educational, and scientific purposes, 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, or the corresponding section of any future Federal Tax Code.

**ARTICLE IV**

**Specific Purposes**

The specific purpose for which the Corporation is organized is to further the Gospel of The Lord Jesus Christ.

**ARTICLE V**

**Corporate Powers**

The Corporation shall have all the powers conferred by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Corporation as herein stated.

## **ARTICLE VI**

### **Activities Not Permitted**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 Third hereof. 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 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or
- (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

## **ARTICLE VII**

### **Dedication of Assets**

### **Dissolution and Distribution of Assets**

The assets of the Corporation are irrevocably dedicated to the purposes set forth herein. In the event of dissolution of this Corporation or in the event this Corporation shall cease to exist, the assets of this Corporation shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code.

## **ARTICLE VIII**

### **Management of Corporate Affairs**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this Corporation.

**ARTICLE IX**

**Bylaws**

The Bylaws of the Corporation shall be made by the Board of Directors and may be amended, altered or rescinded by a two-thirds (2/3) affirmative vote of all Directors, at any regular or special meeting in which a quorum is present, called for that purpose.

**ARTICLE X**

**Amendments to Articles of Incorporation**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving a two-thirds (2/3) affirmative vote of all Directors, at any regular or special meeting in which a quorum is present, called for that purpose.

**ARTICLE XI**

**Registered Office and Registered Agent**

The name and addresses of the Registered Office and Registered Agent of the Corporation are:

Registered Office: 3111 SW 10<sup>th</sup> Street  
Pompano Beach, FL 33069

Registered Agent: Paul R. Alfieri, Esq.  
Alfieri and Associates, LLC  
Attorneys and Counselors at Law  
5143 NW 42 Terrace  
Coconut Creek, FL 33073

IN WITNESS WHEREOF, the undersigned has signed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 1<sup>st</sup> day of May, 2008.

Reach The Children Foundation, Inc.

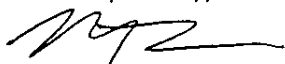
By: \_\_\_\_\_

Robert D. Hoskins, President

**CERTIFICATE**

1. This restatement contains amendments to the Articles of Incorporation that require member approval.
2. The Restated Articles of Incorporation as set forth above constitute all of the Articles of Incorporation of Reach the Children Foundation, Inc. as amended.
3. The date of adoption of the amendments was May 1, 2008.
4. The amendments were adopted by the Members and the number of votes cast for the amendments was sufficient for approval.
5. The amendments and restated Articles of Incorporation were adopted by the Directors and the number of votes cast for the amendments was sufficient for approval.

**IN WITNESS WHEREOF** we hereunto set our hands and seals, acknowledged and filed the foregoing Restated Articles of Incorporation under the laws of the State of Florida, this 1<sup>st</sup> day of May, 2008.



Robert D. Hoskins, President

**Attested to:**

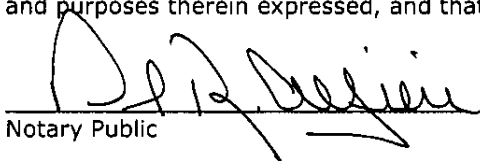


Gordon S. Mitchell, Secretary

**STATE OF FLORIDA**

**COUNTY OF BROWARD**

**I HEREBY CERTIFY** that on the 1<sup>st</sup> day of May, 2008, before me, the undersigned authority, ~~personally appeared~~ Robert D. Hoskins as President and Gordon S. Mitchell as Secretary, both personally known to me and known to be the persons described in and who executed the foregoing instrument, or presenting \_\_\_\_\_ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.



Notary Public

My Commission Expires:

