

N9500003651

Financial Executive Consultants, Inc.

Financial, Tax and Estate Planning
813-282-0411

July 26, 1995

Florida Department of State
Division of Corporations
409 East Gains St.
Tallahassee, FL 32301

Re: Children's Hope
International

Dear Sirs:

Enclosed please find Articles of Incorporation for the above for filing. Also enclosed is a check in the amount of \$70.00 for the filing fees. Please return the certificate to the address below. Thank you for your assistance in this matter and if there are any questions, please contact the undersigned.

Sincerely,

W. Stephen McConnell

W. Stephen McConnell
President

Encl.

300001549413
-07/31/95--01050--016
*****70.00 *****70.00

*W. Stephen McConnell
gave auth to
add the manner of
election of directors
8/7/95
DMC*

FILED
95 JUL 31 2 10 PM
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION **FILED**
OF
CHILDREN'S HOPE INTERNATIONAL INC-31 11/10/48
A FLORIDA NONPROFIT CORPORATION
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be Children's Hope International, Inc.

ARTICLE II. DURATION.

The term of existence of the corporation is to be perpetual.

ARTICLE III. PURPOSES

The corporation is formed for the following purposes:

A. The corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes, exclusively for charitable 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. Specifically, the corporation shall make distributions to organizations that provide for housing and other shelter for poor, abandoned, distressed, abused or otherwise deprived minor children, and their families as appropriate, at no cost to the children and at no cost or at a reduced cost to their family members. The corporation may also provide other related needs where circumstances permit.

B. The corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. The corporation shall not engage in any activity which is not permitted to be carried on by organizations exempt from taxation and contributions to which are deductible under provisions of the Internal Revenue Code. 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 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 out above in paragraph A.

D. Upon the dissolution of the corporation, assets shall be distributed for one or more of exempt purposes provided in applicable law at such time or shall be distributed to organizations exempt from federal taxation on account of similar exempt purposes.

E. Any other provisions of these Articles notwithstanding, the corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code. The corporation shall not engage in any act of self-dealing,

retain excess business holdings, make investments in a manner to subject it to tax liability under section 4944 of the Internal Revenue Code or successive provisions, nor make taxable expenditures as defined in section 4945(d) of the Internal Revenue Code or its successors.

ARTICLE IV. MEMBERS.

The corporation shall have members who shall have voting rights. The Bylaws of the corporation may provide for nonvoting members whose rights and privileges shall be stated in the bylaws. The initial voting members are as follows:

H. Lee Eaker
5103 Five Acre Rd.
Plant City, FL 33565

Randall F. Pickett
4618 River Hills Dr.
Tampa, FL 33617

ARTICLE V. REGISTERED ADDRESS AND AGENT.

The street address of the initial registered office of the corporation, which is the corporations principal office and mailing address, shall be 5103 Five Acre Rd., Plant City, Florida 33565. The name of the initial registered agent of the corporation at that address is H. Lee Eaker.

ARTICLE VI. DIRECTORS

The corporation shall have {3} initial directors who shall serve until the first meeting of voting members. The names and street addresses of the initial members of the Board of Directors are:

Shirley M. Eaker &
H. Lee Eaker
5103 Five Acre Rd.
Plant City, FL 33565

Randall F. Pickett
4618 River Hills Dr.
Tampa, FL 33617

The directors shall be elected in the manner provided in the bylaws.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of this corporation is: Randall F. Pickett, 4618 River Hills Dr., Tampa, FL 33617

ARTICLE VIII. A NONSTOCK CORPORATION.

The corporation is being formed as a nonprofit corporation and shall not have the power to issue shares of any type or class, but may issue membership certificates.

IN WITNESS WHEREOF, the undersigned has these Articles of

Incorporation on this the 25th day of July, 1995.

Randall F. Pickett (SEAL)



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Acknowledged before me this on 25 day of July,

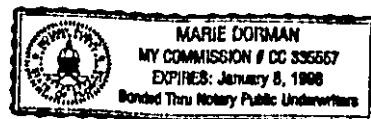
1995, by Randall F Pickett, who is personally known to me or produced a valid Florida Drivers License as identification and who executed the foregoing instrument and acknowledged to and before me that he executed the instrument for the purposes stated therein.

Marie Dorman
Notary Public, State of Florida

My Commission Expires:

I accept designation as registered agent:

W. A. E. H.



N95000003651

Financial Executive Consultants, Inc.

Financial, Tax and Estate Planning

813-282-0411

FILED
JAN 16 PM 3:52
TALLAHASSEE

January 11, 1996

Florida Department of State
Division of Corporations
409 East Gains St.
Tallahassee, FL 32301

Re: Children's Hope
International

Dear Sirs:

Enclosed please find Articles of Amendment to the Articles of Incorporation for the above for filing. Also enclosed is a check in the amount of \$35.00 for the filing fees. Please return your letter acknowledging filing to the address below. Thank you for your assistance in this matter and if there are any questions, please contact the undersigned.

Sincerely,

W. Stephen McConnell

W. Stephen McConnell
President

Encl.

800001692113
-01/18/96--01076--003
*****35.00 *****35.00

*(for your records - msc)
Linda*

Mr. McConnell GAVE

AUTHORIZATION BY PHONE TO

CORRECT date of adoption + no member

DATE 1/26/96

DOC. EXAM Linda

FIRST ARTICLES OF AMENDMENT
OF
CHILDREN'S HOPE INTERNATIONAL, INC.

FILED
COUNTY OF 3-52

A FLORIDA NONPROFIT CORPORATION

The undersigned subscriber to these Articles of Amendment, a natural person competent to contract, hereby amends the Articles of Incorporation under the laws of the State of Florida. Pursuant to the recommendation of the Internal Revenue Service, a Resolution was adopted by the Board of Directors at a meeting held by consent, to amend the Articles of Incorporation as follows:

ARTICLE III. PURPOSES

The following provision is substituted for Paragraph D.

D. Upon the dissolution of the corporation, assets shall be distributed for one or more of exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over such matters in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The following provisions are added to this Article.

F. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization 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.

All other provisions of the Articles of Incorporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 28 day of June, 1995.

The amendments were adopted by the directors on December 28, 1995. There are no members.

Randall M. McCall (SEAL)
President, Director

FILED
COUNTY OF 3-52