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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE HOWARD E. HILL FOUNDATION, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE HOWARD E. HILL FOUNDATION, INC.  
(Document Number of Corporation: N97000001087)**

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

**FIRST:** Articles of Incorporation were filed on February 26, 1997 (the "Original Articles") and an amendment was filed on July 22, 1997 (the "First Amendment") to the Original Articles. These Amended and Restated Articles of Incorporation are being filed to record certain amendments to, and to restate, the Original Articles inclusive of the First Amendment.

**SECOND:** The Original Articles and the First Amendment are deleted in their entirety and replaced with the following:

**"ARTICLE I  
Name**

The name of the corporation shall be: HE Hill Foundation, Inc.

**ARTICLE II  
Term of Existence**

The duration of the corporation shall be perpetual.

**ARTICLE III  
Current Principal Office & Mailing Addresses**

The current principal office and mailing addresses of the corporation is:

1324 South Main Street  
Belle Glade, FL 33430

**ARTICLE IV  
Purposes**

The corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code"), and only for charitable, religious and educational purposes that are in accordance with all applicable laws.

The corporation shall engage in, *inter alia*, the following activities:

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- to make, invest in, hold and service loans for the purpose of providing money primarily for terms of 15 years or more, to gainfully employed individuals of very low to low to moderate income families (as those terms are defined or used in 24 Code of Federal Regulations §5.603) who otherwise generally could not obtain a loan from conventional commercial lending sources without the corporation's assistance in providing such loans, to enable them to purchase, construct or substantially rehabilitate a primary residence in which the family will primarily reside or does reside in the State of Florida, with a primary interest in the counties of Hendry, Glades, Okeechobee and western Palm Beach (hereinafter known as "Qualified Recipients") possibly without the imposition of any closing costs, points, and equity at closing, at interest rates above the prime rate reported daily in The Wall Street Journal and commensurate with loans which reflect lending to individuals who cannot otherwise qualify for conventional loans from commercial entities because the individuals have poor credit histories, have little to put down as equity and cannot pay closing costs or points at closing; provided, however, 80% of the new loans made in, invested in and held in the current year will be made available to such low income and very low income families;
- to construct and substantially rehabilitate residences to make them suitable or more suitable for occupancy by Qualified Recipients; provided, however, 80% of construction and substantial rehabilitation will be made to residences of such low income and very low income families;
- to rent dwelling units to Qualified Recipients requiring reduced deposits; provided, however, 80% of all rented dwelling units will be rented to such low income and very low income families;
- to provide property donations or payments, to relieve distress or privation, to or on behalf of individuals who reside in the State of Florida, primarily in the counties of Hendry, Glades, Okeechobee or western Palm Beach, who encounter sudden, unusual, severe and/or continual financial or other hardship or need;
- to conduct commercial activities in furtherance of the corporation's purposes; provided, however, that the corporation may conduct an insubstantial amount of commercial activities not in furtherance of the corporation's purposes; and/or
- to make distributions to select organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and which conduct activities in the State of Florida.

To support the corporation's purposes, it may also accept, hold, invest, reinvest, and administer any gifts, without limitations as to amount or value, and to use, disburse, or donate the income or principal thereof for charitable purposes consistent with the corporation's purposes. The corporation may establish investment policies, guidelines, *etc.* in its Bylaws or through Board of Directors' action.

To further support the corporation's purposes, it shall also have the incidental powers to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with,

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the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as an individual, association, partnership, limited liability company or other jural person might or could do; provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

ARTICLE V  
Management

The corporation's affairs shall be managed by a Board of Directors. The number of Directors may be increased or decreased in accordance with the corporation's Bylaws, but shall never be less than the minimum required by law.

ARTICLE VI  
Manner of Directors' Election

The manner in which the Directors are elected or appointed shall be done in accordance with the corporation's Bylaws.

ARTICLE VII  
Membership

The corporation shall have no members.

ARTICLE VIII  
Limitations

No part of the net earnings of the corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. If the corporation is at any time deemed not to be a private foundation within the meaning of the Section 509(a) of the Code, no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code. Otherwise, if the corporation is at any time deemed to be a private foundation within the meaning of Section 509(a) of the Code, then for that period, the corporation shall not conduct any activities consisting of the carrying on of propaganda or otherwise attempt to influence legislation, except as permitted in Section 4945 of the Code. The corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income

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tax under Section 501(c)(3) of the Code and which entitle contributors to the corporation to deduct their charitable contribution under Sections 170, 2055 or 2522 of the Code.

If the corporation is at any time deemed to be a private foundation within the meaning of Section 509(a) of the Code, then for that period, the corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the corporation to tax under Section 4942 of the Code, and the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments subjecting the corporation to tax under Section 4944 of the Code or make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE IX Dissolution

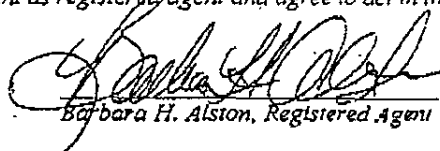
Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute the same 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 a Court of competent jurisdiction, in the county in which the principal office of the corporation is then located, exclusively for the forgoing purposes.

#### ARTICLE X Current Registered Agent & Office

The name and Florida street address of the corporation's current registered agent are:

Barbara H. Alston  
1324 South Main Street  
Belle Glade, FL 33430

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Barbara H. Alston, Registered Agent

November 26, 2012

#### ARTICLE XI Indemnification

The Directors and Officers of the corporation shall be protected from personal liability to the fullest extent permitted by law.

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ARTICLE XII  
Incorporator

The name and address of the corporation's incorporator was:

Dr. Howard E. Hill  
1324 South Main Street  
Belle Glade, FL 33430

ARTICLE XIII  
Effective Date & Time

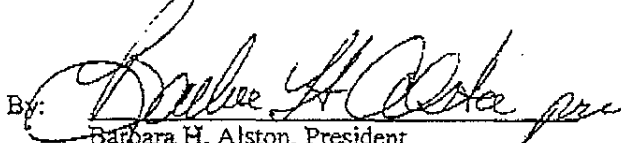
These Amended and Restated Articles of Incorporation shall be effective upon filing.

THIRD: The date of the amendments' adoption is effective as of November 26, 2012. The amendments were adopted by the sole Member of the corporation and the number of votes cast for the amendments was sufficient for approval.

FOURTH: The corporation certifies by filing these Amended and Restated Articles of Incorporation that: (a) they contain amendments to the Original Articles and the First Amendment requiring member approval; and (b) accordingly, they contain the information required by Section 617.1006, Florida Statutes.

Signed this 26<sup>th</sup> day of November, 2012.

By:

  
Barbara H. Alston, President