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May 19, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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FILED
00 MAY 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Helping Hands for the Sorrowful, Inc.

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Amendment to the Articles of Incorporation and two copies of the Articles of Restatement of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$70.00 covering the fee for filing both documents. Please return one copy of each of the above referenced documents to me after filing.

If you have any questions about this matter, please do not hesitate to contact me.

Sincerely yours,

W. Morgan Speer
W. Morgan Speer

Restate
6-7-00
WMS

WMS/cmd
Enclosures

FILED

**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
Of
HELPING HANDS FOR THE SORROWFUL, INC.**

00 MAY 24 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The Name of the corporation is HELPING HANDS FOR THE SORROWFUL, INC. (the "Corporation").

SECOND: The Articles of Incorporation are restated as follows:

**ARTICLE I:
Name**

The name of the corporation shall be "Helping Hands for the Sorrowful, Inc."

**ARTICLE II:
Principal Office**

The principal office of the corporation shall be located at 13840 72nd Court North, West Palm Beach, Florida 33412.

**ARTICLE III:
Tax Exempt Purpose**

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, 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, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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 Code.

2. To apply the income, and if the Corporation so decides, the principal, of such

property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 prior enumerated purposes. No 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section

of any future federal tax code. _____

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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 a court of competent jurisdiction of 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.

c. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE IV: Membership

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE V Perpetual Existence

This corporation shall have perpetual existence.

ARTICLE VI Board of Directors

There shall be three (3) members of the Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The election of the directors of the Corporation shall be as stated in the By-Laws of the Corporation.

**ARTICLE VII:
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered agent of the Corporation shall be:

Ketty Alcee
13840 72nd Court North
West Palm Beach, FL 33412

**ARTICLE VIII:
INCORPORATOR**

The incorporator is:

Ketty Alcee
13840 72nd Court
West Palm Beach, FL 33412

**ARTICLE IX:
By-Laws**

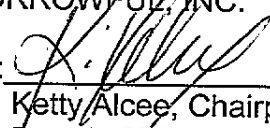
The By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

**ARTICLE X:
Indemnification**

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

Signed this 16 day of May, 2000

HELPING HANDS FOR THE
SORROWFUL, INC.

By: 
Ketty Alcee, Chairperson
Board of Directors

CERTIFICATE

I, Ketty Alcee, do hereby certify that I am the duly appointed or elected or qualified Chairman of the Board of Directors of HELPING HANDS FOR THE SORROWFUL, INC., a nonprofit Corporation organized and existing under the laws of the State of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is HELPING HANDS FOR THE SORROWFUL, INC.

SECOND: The forgoing Articles of Restatement do not contain amendments to the Articles of Incorporation requiring member approval.

THIRD: The Restatement was adopted by the Board of Directors on May 16, 2000 by resolution setting forth the proposed restatement.

IN WITNESS WHEREOF, I have subscribed my name as Chairman of the Board of Directors this 16 day of May, 2000



Ketty Alcee, Chairperson
HELPING HANDS FOR THE
SORROWFUL, INC.