

TRANSMITTAL LETTER

N98000006917

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

SUBJECT: THERE IS A HOPE FOUNDATION, INC.
 (Proposed corporate name - must include suffix)

600002701476--4
 -12/03/98--01047--005
 *****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
 & Certificate of Status

☒ \$78.75 Filing Fee
 & Certified Copy
☐ \$87.50 Filing Fee,
 Certified Copy
 & Certificate of
 Status
 ADDITIONAL COPY REQUIRED

FROM: FRANK C. WHIGHAM, ESQUIRE

Name (Printed or typed)

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P
P. O. Box 4848

Att Pat Austin Address

Sanford, FL 32772-4848

City, State & Zip

407/322-2171

Daytime Telephone number

Pat Austin

GAVE

AUTHORIZATION BY PHONE TO

Ronae the Director listed

DATE 12-8-98

DOC. EXAM CB

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

98 DEC -3 PM 1:39

FILED

NOTE: Please provide the original and one copy of the articles.

CB 98
 12-8-98

ARTICLES OF INCORPORATION
OF

THERE IS A HOPE FOUNDATION, INC.
(A Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, with other persons, being desirous of forming a corporation authorized to exercise powers permitted non-profit corporations, does agree to the following:

ARTICLE I - NAME

The name of this corporation is THERE IS A HOPE FOUNDATION, INC., with its principal place of business located at 2940 Delcrest Dr., Orlando, FL 32817.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, unless dissolved by law or as provided by Chapter 617, Florida Statutes.

ARTICLE III - PURPOSE

The purposes for which this corporation is formed, and the business and objects to be carried on and promised by it, are as follows:

(A) The purpose of THERE IS A HOPE FOUNDATION, Inc. and their board is to help feed, clothe, provide housing, and educate Vietnamese orphan children and Vietnamese homeless children.

(B) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

(C) 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 authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE IV - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of Seminole, at 2940 Delcrest Dr., Orlando, FL 32817, and the name of the initial Registered Agent of this corporation located at that address is LARRY CHU.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is:

LARRY CHU
2940 Delcrest Dr.
Orlando, FL 32817

ARTICLE VII - ELECTION AND APPOINTMENT OF DIRECTORS

The manner in which directors are elected or appointed shall be defined and regulated in the By-Laws of the corporation.

ARTICLE VIII - OFFICERS and DIRECTORS

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors. The number of directors of the corporation shall not be less than three (3) initially nor more than nine (9), with that number being determined in the future as indicated by the By-Laws of the corporation. The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person. The annual meeting shall

be held on the day and time chosen by directors of each year.

The first Board of Directors who shall serve until the first election, shall consist of the person whose name and address is as follows:

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of THERE IS A HOPE FOUNDATION, INC., (sponsoring organization), or nonmembers who have the approval of the Board of Directors of said sponsoring organization. In the event a director of the Corporation ceases to be a member of THERE IS A HOPE FOUNDATION, INC., or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

ARTICLE IX - POWERS

The Corporation is empowered:

(A) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishments of the purposes set forth in Article II hereof.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(D) Upon the dissolution of the Corporation, all of the

remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article VIII hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Any such assets not so 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.

ARTICLE X

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, none of the assets shall be distributed to any member, officer or trustee of this corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue laws, or

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law, and in addition, notwithstanding any other provisions of these articles, this corporation is formed exclusively for charitable and educational purposes.

ARTICLE XI - MEMBERSHIP

The qualification for membership and the manner of their admission into the corporation shall be defined and regulated in the By-Laws of the corporation.

The initial member of the corporation is as follows:

LARRY CHU

ARTICLE XII

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30th day of November, A.D., 1998.

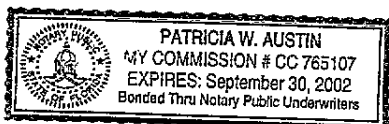
L. Chu, Ph.D.
LARRY CHU

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by LARRY CHU, this 30th day of Nov. A.D., 1998, personally known to me or who provided Florida Driver's License as identification.

(Affix Notarial Seal)

Patricia W. Austin
Notary Public, State of FL



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

THERE IS A HOPE FOUNDATION, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That THERE IS A HOPE FOUNDATION INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2940 Delcrest Dr., Orlando, FL 32718 has named LARRY CHU located at 2940 Delcrest Dr., Orlando, FL 32718, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

L. Chu, Ph.D.
LARRY CHU

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA