

NEW HOPE



Thrift & Gift, Inc.

N98000007133

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 JAN 10 AM 11:16

January 8, 2001

State of Florida
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam,

Attached are the amended Articles of Incorporation and the By-Laws of Helping Kids Thrift & Gift, Inc., formerly known as New Hope Thrift & Gift, Inc. These changes were approved by a unanimous vote of the Board of Directors on December 14, 2000.

The purpose of the organization has not changed.

I am requesting a certified copy of the Articles of Incorporation to be mailed to the corporate office.

Sincerely,

Yolande J. Fiola

Yolande J. Fiola
Executive Director

*Yolande J. Fiola gave Authorization
to correct Document. 1/18 JB*

Amended & Restated art. & N/K

V. SHEPARD JAN 19 2001

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

of

NEW HOPE THRIFT AND GIFT, INC.

(Present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED ADDED OR DELETED.)

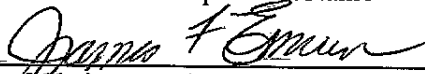
The name will be changed to Helping Kids Thrift ^{and} Gift, Inc. Technical changes have been made throughout the document. These Amended Articles of Incorporation will replace the present Articles of Incorporation in their entirety.

SECOND: The date of adoption of the amendment was: December 14, 2000 by the Board of Directors.

THIRD: Adoption of Amendment: The amendments were adopted by the Board of Directors and the number of votes cast for the amendments was sufficient for approval. There are no members of this corporation.

Helping Kids Thrift and Gift, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

James F. Emerson

Typed or printed name

President

Title

12-20-00

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 10 AM 11:16

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW HOPE THRIFT & GIFT, INC.

NEW HOPE THRIFT & GIFT, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under its corporate seal and the hands of its President, James F. Emerson, and its Secretary, ~~SARREN RAIMONDE~~ ^{SARREN RAIMONDE} hereby certifies that at a duly called meeting on December 14, 2000, in accordance with the requirements and provisions of the Articles of Incorporation and Bylaws of the Corporation, amendments to the Articles of Incorporation were adopted by the Directors in ~~sufficient~~ ^{sufficient} number needed for approval, amending the Articles of Incorporation in their entirety, so that after amendment the Articles of Incorporation of this Corporation shall read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HELPING KIDS THRIFT & GIFT, INC.

ARTICLE I
NAME

The name of this Corporation shall be: Helping Kids Thrift & Gift, Inc. The term of existence of the Corporation shall be perpetual.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of Helping Kids Thrift & Gift, Inc., is:
76 West Lucerne Circle, Orlando, Florida 32801.

**ARTICLE III
MEMBERS OF THE CORPORATION**

There shall be no Members of the Corporation.

**ARTICLE IV
PURPOSE(S)**

The purposes for which this Corporation is organized are:

(a) To serve as a fund raising resource for not for profit organizations serving children as defined in the Bylaws.

(b) To provide an opportunity for volunteerism to members of the community in support of Helping Kids Thrift and Gift operations.

(c) To provide clothing and other needed items for needy families of the Central Florida Community.

(d) To operate thrift stores to make available quality, affordable donated merchandise to the Central Florida Community.

(e) To exist and operate solely for supportive and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(f) To operate without regard to race, creed, sex, religion or natural origin.

(g) To use any income not needed for operating expenses and suitable reserves to carry out the activities described in paragraphs (a), (b) and (c) for a broad segment of the community.

(h) To carry out its functions without ever engaging in partisan politics. It shall not support any candidate for public office; it shall not engage in any political propaganda, or otherwise attempt to influence legislation, or participation, or intervene in, any political campaign on behalf of any candidate for public office.

(i) To have an exercise all powers of any corporation not for profit as the same now exists, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except to the extent permitted under Chapter 617, Florida Statutes.

(j) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist, or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170 (a) of such Code and regulations as they now exist, or as they may hereafter be amended.

(k) Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The number of persons constituting the Board of Directors shall be at least five (5) and no more than ten (10) members. Any vacancy in the Board of Directors may be filled and any additional Directors may be elected by a majority of the Directors then in office. Election of Directors shall occur as provided in the Bylaws.

ARTICLE VI OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers.

ARTICLE VII BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board, or at a special meeting called for such purpose, on thirty (30) days notice. Such amendments shall not conflict with the provisions of these Articles of Incorporation.

**ARTICLE VIII
AMENDMENTS**

These Articles of Incorporation may be amended or restated by a vote of the majority of the Board provided that notice of the proposed change or changes is given thirty (30) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Board of Directors.

HELPING KIDS THRIFT & GIFT, INC.

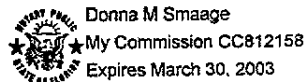
By: *James Emerson*
President

STATE OF FLORIDA.
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared *James Emerson* well known to me and he/she acknowledge executing the foregoing Amended and Restated Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this *21st* day of *December* 2000.

Donna M Smaage
Notary Public, State of Florida at Large



Helpings Kids Thrift & Gift, Inc.
Articles of Incorporation
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