

# PLACE OF HOPE

*Placing Hope in a Child's Future*

# N99000005987

February 28, 2000

Ms. Katherine Harris, Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000003162590--8

-03/08/00--01027--004

\*\*\*\*\*43.75 \*\*\*\*\*43.75

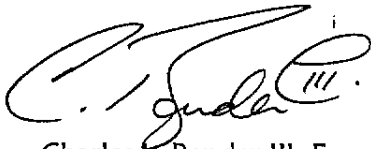
RE: ARTICLES OF INCORPORATION (AMENDMENT) - N99000005987 PLACE OF  
HOPE HOLDINGS, INC.

Dear Ms. Harris:

As per a recent request by the Internal Revenue Service, it was necessary to amend the original Articles of Incorporation for Place of Hope Holdings, Inc. The original Articles of Incorporation were filed on October 8, 1999 and were effective October 7, 1999 (document number N99000005987). The enclosed (amended) Articles of Incorporation were approved by the governing body of Place of Hope Holdings, Inc. on February 22, 2000. Please process the enclosed amendment and provide a revised certification of corporation for our records.

If you have any questions please do not hesitate to contact me directly at the telephone number below. Thank you for your assistance.

Sincerely,



Charles L. Bender III, Executive Director  
Place of Hope Holdings, Inc.

Amended & Restated  
LFS 3-8-2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -7 AM 10:06

# PLACE OF HOPE

*Placing Hope in a Child's Future*

March 2, 2000

Ms. Louise Jackson (PERSONAL AND CONFIDENTIAL)  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

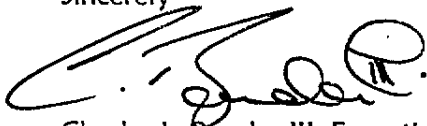
RE: ARTICLES OF INCORPORATION (AMENDMENT) – N99000005987  
PLACE OF HOPE HOLDINGS, INC. – FILING AND CERTIFIED COPY FEES

Dear Ms. Jackson:

As per our conversation earlier today, please find enclosed, a payment in the total amount of \$43.75, representing the filing and certified copy fees for the amendment to our Articles of Incorporation (submitted previously). Due to our oversight, the payment was not included in the original submission package.

Thank you for your assistance. If you have any questions, I can be reached directly at the number below.

Sincerely



Charles L. Bender III, Executive Director  
Place of Hope Holdings, Inc.

H00000006446

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -7 AM 10: 07

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective October 7, 1999 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida not-for-profit corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Place of Hope Holdings, Inc.  
Old Name:

### Article II. Address

The mailing address of the Corporation is:

Place of Hope Holdings, Inc.  
5312 Northlake Boulevard  
Palm Beach Gardens FL 33418

### Article III. Purpose

The Corporation is organized exclusively for the purpose of holding title to property, collecting income from such property, and turning over the entire amount of that income, less expenses, to an organization that is itself exempt under Code Section 501(a). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

### Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Corporate Creations International Inc.  
8895 North Military Trail #202D  
Palm Beach Gardens FL 33410-6266  
(561) 694-8107

H00000006446

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Article VI. 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. 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 Code Section 501(h). 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 tax under Code Section 501(c)(2).

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Thomas D. Mullins  
Dean C. Lovett  
John Christiansen  
Mark Koch  
Harris Weinstein  
J. Todd Mullins

Corporate Creations International Inc.  
8895 North Military Trail #202D  
Palm Beach Gardens FL 33410-6266  
(561) 694-8107

H00000006446

Article VIII. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Place of Hope Holdings, Inc.

By: 

Name:

Dean C. Lovett

Title:

President, Board of Directors

Date:

2/25/2000

Corporate Creations International Inc.  
8895 North Military Trail #202D  
Palm Beach Gardens FL 33410-6266  
(561) 694-8107