

N18000010283

(Requestor's Name)

JOSEPH C. KEMPE
PROFESSIONAL ASSOCIATION
ATTORNEYS & COUNSELORS AT LAW
941 North Highway A1A - Jupiter, FL 33477

(City/State/Zip/Phone #)

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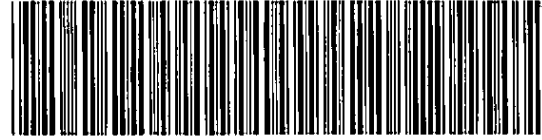
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DEPARTMENT OF STATE
CORPORATION DIVISION
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Amend

OCT 31 2018

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MARNIE R. PONCY, Esq.⁴
DAVID C. TASSELL, P.A.
CHARLES R. L. WHITE, CHARTERED^{4,5}

LL.M. IN TAX LAW
BOARD CERTIFIED IN TAX LAW
BOARD CERTIFIED IN WILLS, TRUSTS AND ESTATES
ALSO ADMITTED IN N.C.
ALSO ADMITTED IN N.Y.
REGISTERED NURSE

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October 19, 2018

Please Respond to our Jupiter Office

STUART OFFICES
1101 EAST OCEAN BOULEVARD
STUART, FLORIDA 34994
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JUPITER, FLORIDA 33477
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ADMINISTRATION
EMILY GARNER, TAMI G. KEMPE,
SANDRA PARRISH

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

Re: Name of Corporation: Help One Foundation, Inc.
Document No.: N18000010283
Our File No.: 540009.600

Dear Sir/Madam:

Enclosed for filing are the Amended Articles of Incorporation of Help One Foundation, Inc., a Florida Not-For-Profit Corporation, together with our check (No. 11162) in the amount of \$43.75, payable to the "Department of State".

Please process the foregoing Amended Articles and return any and all correspondence concerning this matter to our office once it has been filed.

If you have any questions and/or comments, you may reach us at the address or phone number listed above or may contact Conner Kempe, Esquire directly at connerkempe@jckempe.com.

Very truly yours,
JOSEPH C. KEMPE, P.A.


Conner C. Kempe

CRK/cv
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
46 OCT 25 AM 11:25

AMENDED ARTICLES OF INCORPORATION
OF
HELP ONE FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

48 OCT 25 PM 11:25
STATE DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is Help One Foundation, Inc.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual, and the corporate existence commenced on the filing of the original Articles by the Department of State.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for one or more of the following purposes: to fund or support religious, charitable, scientific, testing for public safety, 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 Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code Subsection 501(h), or participating in, or intervening in including the

publication or distribution of statements, any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Sammy Lee Emile
581 SW 102nd Ter. #26-107
Pembroke Pines, FL 33025-1108

Tiffany Lea Emile
581 SW 102nd Ter. #26-107
Pembroke Pines, FL 33025-1108

Rod Albert Emile
581 SW 102nd Ter. #26-107
Pembroke Pines, FL 33025-1108

Amber Jean Peterson
530A Wilson Ave., Apt. 5
Sheboygan, WI 53081

Rebecca Roseanne Newhouse
7433 Lamar Ave.
Overland Park, KS 66204

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 581 SW 102nd Ter. #26-107, Pembroke Pines, Florida 33025-1108. The initial registered agent of the Corporation at that address shall be 581 SW 102nd Ter. #26-107, Pembroke Pines, Florida 33025-1108.

ARTICLE VI **MEMBERSHIP**

Membership of the Corporation shall be as prescribed in the Corporation's Bylaws.

ARTICLE VII **CORPORATE GOVERNANCE WITHOUT MEMBERSHIP**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or

shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its taxexempt purposes. However, and notwithstanding anything else to the contrary in these Articles or any other instrument that concerns the governance of the Corporation, all policies concerning charitable expenditures (whether grants, contributions, donations, expenses, or otherwise) shall be established and set by the Board of Directors. Policies set by the board shall not provide officers of the Corporation with any discretion over charitable expenditures and must specify the charities to receive grants or support, without leaving any discretion in the officers of the Corporation. Such policies once established by the Board of Directors may be carried out by the officers of the Corporation.

ARTICLE VIII **NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX **BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

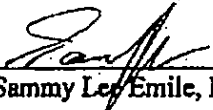
ARTICLE X **AMENDMENTS**

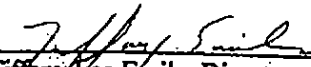
These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI **ADOPTION OF AMENDMENT**


This Amendment was adopted and effective on October 17, 2018, by the members and the number of votes cast for the amendment was sufficient for approval.

Directors Approving:


Sammy Lee Emile, Director


Tiffany Lea Emile, Director


Rod Emile, Director


Amber Jean Peterson, Director


Rebecca Roseanne Newhouse, Director