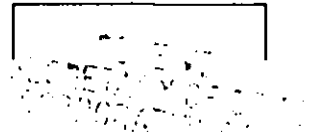




State of Rhode Island
Department of State - Business Services Division



2024 NOV 22 AM 10:51

Restated Articles of Incorporation

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-42, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. Entity ID Number: 311949	2. The name of the corporation is: HOPE OF LIFE INTERNATIONAL
3. The Restated Articles of Incorporation and if applicable, designated amendment(s), were adopted in the following manner: CHECK ONE BOX ONLY	
<p><input type="checkbox"/> The restated articles and/or amendment(s) were adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.</p> <p><input type="checkbox"/> The restated articles and/or amendment(s) were adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.</p> <p><input checked="" type="checkbox"/> The restated articles and/or amendment(s) were adopted at a meeting of the Board of Directors held on <u>MAY 29, 2024</u>, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.</p>	
4. Briefly describe the amendment(s), if applicable: <u>amending articles II thru XIII</u>	
Check the box to indicate an attachment <input checked="" type="checkbox"/> Check the box to indicate no amendments <input type="checkbox"/>	

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

RI DOS MADE EDITS PER FILER

FILED

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BY PQ Pds
1051 RS
FORM 202 - Revised: 12/2023

5. The attached Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation, as previously amended. The Restated Articles of Incorporation, together with the designated amendments, if any, supersede the original Articles of Incorporation.

6. Date when these Restated Article of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 30 days from the date of filing) _____

Under penalty of perjury, we declare and affirm that we have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Corporate Name

HOPE OF LIFE INTERNATIONAL

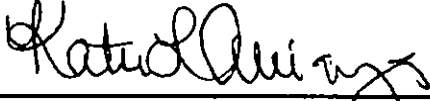
Type or Print Name of the President ☒ OR Vice President ☐

KATIE ARRIAZA

Date

11/7/2024

Signature of President OR Vice President



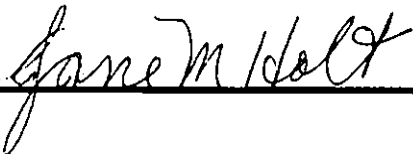
Type or Print Name of the Secretary ☒ OR Assistant Secretary ☐

JANE HOLT

Date

11/7/2024

Signature of the Secretary OR Assistant Secretary



AMENDED AND RESTATED

HOPE OF LIFE INTERNATIONAL

[Adopted on May 29, 2024]

Office:

125 Sockanosset Crossroad

Cranston, RI 02920

Article I

Name and Offices

The name of this organization shall be Hope of Life International (the "Organization"). The principal office of the Organization in the state of Rhode Island shall be located in the city of Providence, County of Providence. The Organization may change its name and have other offices either within or without Rhode Island, as the Board of Directors may determine or as the affairs of the Organization may require from time to time.

The Organization will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II

Purpose

This Organization shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or any superseding section. It shall be a Ministry and may also be a Church as described by IRS and shall act in those respects in accordance with the religious Statement of Purpose and Tenants of Faith adopted by the Board of Directors as the same may be changed from time to time.

The Organization is not organized for profit, and no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, any members, trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization. In the event of any liquidation or dissolution of the Organization, no trustee or officer shall be entitled to any distribution or division of the Organization's property or the proceeds thereof, and upon such liquidation, the Board of Directors of the Organization, after the payment of all its debts and obligations, shall distribute all of the assets of the Organization in such manner, and to such organization(s) organized and operated for charitable, scientific and educational purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal revenue law) and the regulations promulgated hereunder, or to the United States of America, any State thereof or any political subdivision of any State for exclusively public purposes, as the Board of Trustees of the Organization shall determine.

Article III

Public Support and Benefit

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV

Membership

Section 1. Election of Members. Persons may become a member of this Organization and serve in and support ministry efforts and receive regular benefit from the Organization by attending membership classes and submitting a signed membership agreement form (which shall state the Standards for Membership approved by the Board of Directors) for approval from the Board of Directors or an officer it may from time to time designate with such specific authority.

Section 2. Voting Privileges. Voting privileges shall not be extended to members but shall be reserved for the Board of Directors according to the provisions established in these bylaws. All matters pertaining to the business of the Church shall be directed to the Board of Directors, and all matters pertaining to the church ministry of this Church shall be determined by the Senior Pastor according to the provisions of these bylaws.

Section 3. Termination of Membership. Members may be disciplined, removed from the membership rolls or reinstated as set forth in the Standards for Membership.

Article V

Board of Directors

Section 1. General Powers. The affairs of the Organization will be managed by its Board of Directors. The directors shall in all cases function as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Organization as they may deem proper. The Board shall elect a chairperson to conduct its meetings and an assistant chair to serve in the chair's absence. The Secretary of the Organization shall be permitted to attend the meetings to record the minutes regardless of whether he or she is a director.

Section 2. Number, Tenure, and Qualifications. The number of directors of the Organization shall be at least three and not more than nine. Each director shall hold office until the next annual meeting of directors and until his successor is elected and qualified. Directors need not be residents of the State of Rhode Island or Members but must hold beliefs consistent with those set forth in the Standards for Membership.

Section 3. Annual Meeting. The annual meeting of the Board of Directors will be held on the second Tuesday in May each year, at the hour of 7 o'clock p.m. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the Directors as soon thereafter as convenient.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Rhode Island, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be the registered office of the Organization.

Section 5. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the Board of Directors will be delivered either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than two nor more than 30 days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the member of the board at his or her address as it appears on the records of the Organization with postage thereon prepaid, or when sent by e-mail to the address provided by the director on the date and time indicated on the email itself.

Section 6. Filling of Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

Section 7. Regular Meetings. Directors shall hold such meetings as are necessary to conduct the business of the Organization, but in any event shall hold an annual meeting of directors on the second Tuesday in May, unless otherwise designated by the Board of Directors. Each director shall be entitled to one (1) vote at each meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Rhode Island to hold such meetings. Directors may participate in meetings of the Board of Directors by means of video conference, conference telephone or other communications equipment by means of which all directors participating in the meeting can hear each other, and participation in a meeting in accordance herewith shall constitute presence in person at such meeting for purposes of these Bylaws.

Section 8. Quorum. A majority of the directors will constitute a quorum for the transaction of business, unless a greater number is required by law. The act of the majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute.

Section 9. Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed reasonable sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meetings of the Board; but nothing herein contained will be construed to preclude any Director from serving the Organization in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 11. Resignation. A Director may resign at any time by giving written notice to the board, the president, or the secretary of the Organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Rhode Island, as the place for holding any special meetings of the Board called by them.

Section 13. Notice. Notice of any special meeting of the Board of Directors will be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of the Organization. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, such notice will be deemed to be delivered when sent by email. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 14. Manner of Acting. The act of a majority of the Directors present at the meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Article VI

Officers

Section 1. Officers. The officers of the Organization shall be a President, Vice-President, a Secretary, and Treasurer. No officer shall hold more than one office at a time with the exception of the possible combined offices of Secretary/Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by Hope of Life International. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, Assistant Treasurers, or Vice Presidents, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Organization shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer will serve for one (1) year or until their successors are elected. Their terms of office shall begin on the first day of July. The initial state of officers shall commence their term of office upon selection and shall serve until the next annual meeting or until their successors are elected. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal. Any officer of the Organization may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the Organization would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. The duties of the respective officers shall be:

- A. The President shall be chief executive officer of the Organization and, subject to the control of the directors, shall in general supervise and control all the business and affairs of the Organization. The President may sign, with the Secretary or any other proper officer of the Organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Organization; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from

time to time.

- B. The Vice President shall, in the absence of the President, or in the event of his/her death, inability, or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He/she shall perform such duties and have such other authority and powers as the Board of Directors may from time-to-time delegate.
- C. The Treasurer shall serve as custodian of and be responsible for all funds and investments; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in such banks, trust companies or other depositories as are selected in accordance with these laws. The Treasurer of the Organization shall keep records of finances received and disbursed. He/she shall make a written report of the financial condition of the Organization at such times as may be required by the Board. The Treasurer shall submit a detailed financial report to the Board of Directors annually, and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.
- D. The Secretary will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these amended laws or as required by law; be custodian of the corporate records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these laws; keep a register of the post office address and email address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 6. Salaries. The salaries of all personnel, officers, and agents of the Organization shall be fixed by the Board of Directors, or a committee as the Board of Directors should from time to time so designate.

Article VII

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a consensus of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Organization, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Organization; amending the articles of inOrganization; restating articles of inOrganization; adopting a plan of merger or adopting a plan of consolidation with another Organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Organization; authorizing the voluntary dissolution of the Church or revoking proceedings therefore; adopting a plan for the

distribution of the assets of the Organization; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or a Director by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Organization may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Organization, and the President may appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Organization shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Organization and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VIII

Contracts, Checks, Deposits and Funds

Section 1. - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances, but authority may not be conferred upon any individual which is reserved for an officer under Article VI.

Section 2. - Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. - Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. - Gifts. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Organization.

Article IX

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote at any regular meeting or at any special meeting of the Board of Directors, if at least five days prior written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting together with a summary of the intended amendments.

Article X

Books and Records

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Organization may be inspected by any member, or his or her agent or attorney, for any property purpose at any reasonable time.

Article XI

Fiscal Year

The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year.

Article XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Rhode Island Nonprofit Organization Act or under the provisions of the articles of inOrganization or the bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII.

Indemnification of Officers and Directors

a) In any threatened, pending or completed arbitration, action, suit or proceeding to which any Director or Officer was or is a party or is threatened to be made a party by reason of the fact that he or she is or was a Director or Officer of the Organization (other than an action by or in the right of the Organization), the Organization shall indemnify the Director or Officer against expenses, including attorneys' fees, judgments and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the Director or Officer or his or her agents acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Organization. The termination of any arbitration, action, suit or proceeding by judgment, order or settlement shall not, of itself, create a presumption that the Director or Officer did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Organization.

b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director may be entitled apart from the provisions of this Article XIII.

c) The amount of indemnity to which any Officer or any Director may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by binding arbitration before a disinterested member or panel of members of a Christian arbitration or legal society.

d) The Organization shall pay expense to, and purchase and maintain insurance for, its trustees, officers, and other persons to the fullest extent permitted by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, but only to the extent that the status of the Organization as a corporation exempt under Section 501(c) (3) of the Code is not affected thereby.