

SEP 18 2003

Corporations Section

**ARTICLES OF AMENDMENT
FOR
HELPING HANDS, INC.**

HELPING HANDS, INC. (the "Corporation"), a Texas nonprofit corporation, subject to the Texas Non-Profit Corporation Act, has adopted amendment to its Articles of Incorporation filed on August 11, 2003 as stated in these Articles of Amendment.

ARTICLE I

NAME

The name of the Corporation is HELPING HANDS, INC.

ARTICLE II

SUBSTANCE OF AMENDMENT

The Articles of Incorporation are amended by adding new articles or replacing existing articles as follows:

ARTICLE 2(i):

The Corporation is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

ARTICLE 2(ii):

Except as these Articles otherwise provide, the Corporation shall have all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate its directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE 6:

The purposes for organizing the Corporation are to perform charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c). Specifically, the Corporation is organized to provide cultural, educational and humanitarian, and other charitable services to benefit the homeless, hungry, and other people without the means to satisfy their basic human needs.

ARTICLE 7:

A director is not liable to the Corporation or members for monetary damages for an act or omission in his or her capacity as director except to the extent otherwise provided by a Texas statute.

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation, unless such indemnification is prohibited by law. The board of directors may define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 8:

The Corporation shall not pay dividends or other corporate income or otherwise accrue distributable profits or permit the realization of private gain. The Corporation may not pay dividends or other corporate income to its directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth and defined in by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an

organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private member of the Corporation or any private individual.

8. Carry on any unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt, purposes.

ARTICLE III

PROCEDURE FOR ADOPTION OF AMENDMENT

The Corporation has no members entitled to vote on these Articles of Amendment. The amendment of the Articles of Incorporation was adopted at a meeting of the Board of Directors held on Aug. 24, 2003. The amendment received the vote of a majority of the directors in office.

I, the undersigned person, hereby state that am an officer of the Corporation and I hereby execute these Articles of Amendment on behalf of the Corporation on this 12 day of SEPT, 2003.

HELPING HANDS, INC.

By:


KAUSHALYA A. SIRIWARDANA
[Director]



Office of the Secretary of State

CERTIFICATE OF AMENDMENT OF

HELPING HANDS, INC.
800235074

[formerly: HELPING HANDS]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 09/18/2003

Effective: 09/18/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State