



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☒ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation FOCUS ON HOPE INC		A Employer identification number 61-1417827
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 801 SHERBROOKE CIRCLE		B Telephone number 910-276-0620
	City or town, state, and ZIP code LAURINBURG, NC 28352		C If exemption application is pending, check here ☐
			D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 587,064. (Part I, column (d) must be on cash basis.)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	586,344.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. E				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	10,362.	10,362.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	431.			
	b Gross sales price for all assets on line 6a	431.			
	7 Capital gain net income (from Part IV, line 2)		431.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	670.	670.		STATEMENT 2	
12 Total. Add lines 1 through 11	597,807.	11,463.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	3,642.	0.		3,642.
	b Accounting fees STMT 4	179.	0.		179.
	c Other professional fees STMT 5	3,085.	3,085.		0.
	17 Interest				
	18 Taxes STMT 6	103.	103.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	206.	0.		206.
	22 Printing and publications				
	23 Other expenses STMT 7	353.	0.		353.
	24 Total operating and administrative expenses. Add lines 13 through 23	7,568.	3,188.		4,380.
	25 Contributions, gifts, grants paid	8,888.			8,888.
26 Total expenses and disbursements. Add lines 24 and 25	16,456.	3,188.		13,268.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	581,351.				
b Net investment income (if negative, enter -0-)		8,275.			
c Adjusted net income (if negative, enter -0-)			N/A		

P
3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	<280.>	4,794.	4,794.
	2 Savings and temporary cash investments		88,467.	88,467.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	0.	487,810.	493,803.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	<280.>	581,071.	587,064.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	<280.>	<280.>	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	581,351.		
30 Total net assets or fund balances	<280.>	581,071.		
31 Total liabilities and net assets/fund balances	<280.>	581,071.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	<280.>
2 Enter amount from Part I, line 27a	2	581,351.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	581,071.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	581,071.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS DIVIDENDS			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 431.			431.
b			
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			431.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2	431.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	166.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	166.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	166.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	166.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes" has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>NC</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► RICHARD POWELL HENLEY Telephone no. ► 910-276-0620
 Located at ► PO BOX 395, KURE BEACH, NC ZIP+4 ► 28849

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARAH HENDERSON 540 E MAIN STREET CHESTERFIELD, SC 29709	PRESIDENT 10.00	0.	0.	0.
RODNEY YOUMAN 1 PENN PLAZA 250 W. 34TH STREET NEW YORK, NY 10119	VICE PRESIDENT 10.00	0.	0.	0.
RICHARD HENLEY 801 SHERBROOKE CIRCLE LAURENBURG, NC 28352	SECRETARY TREASURER 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 222,373.
b	Average of monthly cash balances	1b 46,094.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 268,467.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 268,467.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 4,027.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 264,440.
6	Minimum investment return. Enter 5% of line 5	6 13,222.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1 13,222.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 166.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 166.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 13,056.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 13,056.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 13,056.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 13,268.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 13,268.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 13,268.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				13,056.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 13,268.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				13,056.
e Remaining amount distributed out of corpus	212.			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	212.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	212.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	212.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly
for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter.

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include.

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CONCERNED CITIZENS FOR THE REHABILITATION OF THE HOMELESS, INC - 130 BIGGS STREET LAURINBURG, NC	NONE	501(C)3	SUPPORT	6,225.
CHURCH COMMUNITY SERVICES 108 S. GILL STREET LAURINBURG, NC 28352	NONE	501(C)3	SUPPORT	2,663.
Total				8,888.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with or related to one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b. If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <u>Rickie P. Henry</u>		Date <u>11/12/2010</u>		Title <u>Secretary / Treasurer</u>	
	Preparer's signature <u>Jennifer L Presnell</u>		Date <u>11/4/10</u>		Check if self-employed ☐	
Paid Preparer's Use Only	Firm's name (or yours if self-employed) <u>RSM MCGLADREY, INC.</u>				EIN <u> </u>	
	address and ZIP code <u>300 NORTH 3RD STREET, FIFTH FLOOR WILMINGTON, NC 28401</u>				Phone no. <u>(910) 762-9623</u>	

Form 990-PF (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

Employer identification number

FOCUS ON HOPE INC

61-1417827

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

FOCUS ON HOPE INC

61-1417827

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THOMAS F & MARTHA R. HENLEY CRUT PO BOX 395 KURE BEACH, NC 28849	\$ 586,344.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	10,793.	431.	10,362.
TOTAL TO FM 990-PF, PART I, LN 4	10,793.	431.	10,362.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SETTLEMENT FUND PROCEEDS	458.	458.	
NONDIVIDEND DISTRIBUTION	212.	212.	
TOTAL TO FORM 990-PF, PART I, LINE 11	670.	670.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,642.	0.		3,642.
TO FM 990-PF, PG 1, LN 16A	3,642.	0.		3,642.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	179.	0.		179.
TO FORM 990-PF, PG 1, LN 16B	179.	0.		179.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHWAB FEES	3,085.	3,085.		0.
TO FORM 990-PF, PG 1, LN 16C	3,085.	3,085.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN	103.	103.		0.
TO FORM 990-PF, PG 1, LN 18	103.	103.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER EXPENSE	309.	0.		309.
POSTAGE	44.	0.		44.
TO FORM 990-PF, PG 1, LN 23	353.	0.		353.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE #1	487,810.	493,803.
TOTAL TO FORM 990-PF, PART II, LINE 10B	487,810.	493,803.

Portfolio Statement

As of 12/31/2009

FOCUS ON HOPE INC CHARITY NON-PROFIT
801 Sherbrooke Circle
Launburg, NC 28352

Weight	Description	Symbol	Quantity	Current Price	Cost Basis	Current Value
Domestic Equity						
US Large Cap Blend						
3.4%	Evergreen Intrinsic	EIVIX	2,116.301	9.460	16,215.75	20,020.21
US Large Cap Growth						
6.4%	Wells Fargo Advantage	WFCIX	4,435.231	8.430	41,773.61	37,389.00
US Large Cap Value						
3.2%	Goldman Sachs Large-Cap Value Fund	GSLIX	1,720.014	10.670	15,655.09	18,352.55
US Mid Cap Growth						
5.5%	Goldman Sachs Growth Opportunities F	GGOIX	1,549.701	20.630	23,714.35	31,970.33
US Mid Cap Value						
4.9%	Perkins Mid Cap Value I	JMVAX	1,450.888	19.800	22,706.92	28,727.58
US Small Cap Growth						
4.2%	Royce Value Plus Fd	RVPHX	2,149.461	11.310	18,477.59	24,310.40
27.6%					138,543.31	160,770.07
International Equity						
International Large Cap						
6.0%	Dodge & Cox International Stock	DODFX	1,098.506	31.850	39,308.28	34,987.42
4.8%	Julius Baer Intl Equ	JETIX	2,381.615	11.780	33,800.10	28,055.42
10.8%					73,108.38	63,042.84
Real Estate						
Real Estate						
2.4%	ING International Real Estate I	IIRIX	1,697.253	8.170	19,590.89	13,866.56
5.5%	T. Rowe Price Real Estate	TRREX	2,320.847	13.830	39,300.63	32,097.31
7.9%					58,891.52	45,963.87
Commodities						
Commodities						
4.3%	PIMCO Commodity Real Ret Strat Instl	PCRIX	3,058.611	8.280	24,770.82	25,325.30
Fixed Income - Taxable						
Fixed Income						
6.5%	Dodge & Cox Income F	DODIX	2,937.068	12.960	36,804.92	38,054.40
1.7%	Evergreen Intl Bond Inst	ESICX	882.598	11.280	9,329.37	9,955.71
5.8%	JPMorgan High Yield Fund Select	OHYFX	4,346.985	7.740	34,009.57	33,645.66
5.6%	Julius Baer Total Re	JBGIX	2,441.678	13.390	29,788.47	32,694.07
3.8%	PIMCO Emerging Markets Bond Instl	PEBIX	2,124.375	10.320	23,259.71	21,923.55
1.8%	PIMCO Foreign Bond (USD-Hedged) I	PFORX	1,022.982	10.000	10,368.46	10,229.82
5.7%	PIMCO Total Return Institutional	PTTRX	3,083.058	10.800	31,334.22	33,297.03
3.2%	Vanguard Inflation-Protected Securities	VIPSX	1,505.22	12.550	17,601.34	18,890.51
34.1%					192,496.06	198,700.75

Portfolio Statement

As of 12/31/2009

FOCUS ON HOPE INC CHARITY NON-PROFIT Acct #: 6099-5792

<u>Weight</u>	<u>Description</u>	<u>Symbol</u>	<u>Quantity</u>	<u>Current Price</u>	<u>Cost Basis</u>	<u>Current Value</u>
FOCUS ON HOPE INC				487,810.09	493,802.83	

✓

**CONSENT OF BOARD OF DIRECTORS
OF FOCUS ON HOPE, INC.**

We the below signed, being all the Members of the Board of Directors of Focus on Hope, Inc. (the "Company"), do hereby adopt the following resolutions:

RESOLVED, that the By-laws of the Company are amended as attached hereto and incorporated herein by reference pursuant to the consent of the Board and former Members of the Company.

FURTHER RESOLVED, Sarah Henderson is hereby elected as President of the Company.

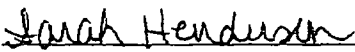
FURTHER RESOLVED, Rodney Youman is hereby elected as Vice President of the Company.

FURTHER RESOLVED, Richie Henley is hereby elected as Secretary and Treasurer of the Company.

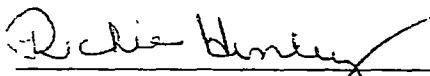
FURTHER RESOLVED, that the Company hereby retains the law firm of Howard, Stallings, From & Hutson, P.A. as counsel.

FURTHER RESOLVED, that the Company shall cause to be filed all appropriate documentation with the State of North Carolina to transact its charitable operations, including but not limited a Certificate of Authority to transact business in North Carolina with the North Carolina Secretary of State.

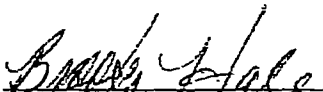
These actions taken and effective this 26th day of January, 2010.



Sarah Henderson



Richie Henley



Brooks Hale



Elizabeth Henderson

**CONSENT OF BOARD OF DIRECTORS
OF FOCUS ON HOPE, INC.**

We the below signed, being all the Members of the Board of Directors of Focus on Hope, Inc. (the "Company"), do hereby adopt the following resolutions:

RESOLVED, that the By-laws of the Company are amended as attached hereto and incorporated herein by reference pursuant to the consent of the Board and former Members of the Company.

FURTHER RESOLVED, Sarah Henderson is hereby elected as President of the Company.

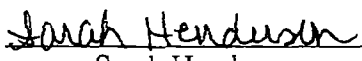
FURTHER RESOLVED, Rodney Youman is hereby elected as Vice President of the Company.

FURTHER RESOLVED, Richie Henley is hereby elected as Secretary and Treasurer of the Company.

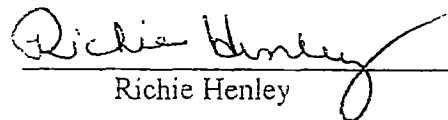
FURTHER RESOLVED, that the Company hereby retains the law firm of Howard, Stallings, From & Hutson, P.A. as counsel.

FURTHER RESOLVED, that the Company shall cause to be filed all appropriate documentation with the State of North Carolina to transact its charitable operations, including but not limited a Certificate of Authority to transact business in North Carolina with the North Carolina Secretary of State.

These actions taken and effective this 26th day of January, 2010.



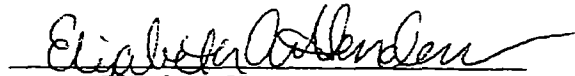
Sarah Henderson



Richie Henley



Brooks Hale



Elizabeth Henderson

BY-LAWS OF
FOCUS ON HOPE, INC.

a Delaware Non-profit Corporation

ARTICLE I

Offices

Section 1. Registered Office. The corporation shall have and continuously maintain in the State of Delaware a registered office and a registered agent whose office is identical with such registered office. Such registered office shall be located at 15 East North Street, Dover, Delaware 19901, or such other place within the State of Delaware as may from time to time be fixed and determined by the Board of Directors. Further, the corporation shall have and continuously maintain a registered office and a registered agent in any state wherein the corporation transacts business or as otherwise required by law.

Section 2. Principal Office. The principal office of the corporation shall be located as the Board of Directors may direct from time to time.

ARTICLE II

Membership

Section 1 Members The corporation shall have no members

ARTICLE III

Board of Directors

Section 1. General Powers. The property, affairs and business of the corporation shall be managed by the Board of Directors.

Section 2. Number, Tenure and Qualifications. The corporation shall be governed by a Board of Directors. The number of persons on such Board of Directors shall be four (4). The initial Directors simultaneously elected with the adoption of these By-laws are: Brooks Hale, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Richie Henley. Beginning in 2009, Brooks Hale shall serve until the annual meeting held in 2010, Elizabeth Henderson shall serve until the annual

meeting held in 2011, Sarah Jane Lepard Henderson shall serve until the annual meeting held in 2012, and Richie Henley shall serve until the annual meeting held in 2013. Except as set forth in Section 9 of this Article, all elections of Directors shall occur at the expiration of each Director's initial term and shall be for four (4) year terms. Those persons elected to succeed Directors whose terms have expired shall be elected by the then members of the Board of Directors, including those members whose terms expire at the conclusion of each annual meeting each year, at the annual meeting of the Board of Directors. To be elected, a person must receive the affirmative vote of a majority of the members of the Board of Directors present and voting.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at the office of the corporation. The Board of Directors may provide a resolution for the holding of such meeting at a place other than the office of the corporation, within or without the State of North Carolina, without other notice than such resolution. Notwithstanding any contrary provision herein, the Board of Directors may hold any regular meeting using any method of telecommunication or teleconferencing or may consent that the Board take any action in lieu of a meeting of the Board of Directors

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Vice President or by two (2) or more of the Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of North Carolina as the place for the holding of such special meeting. Notwithstanding any contrary provision herein, the Board of Directors may hold any special meeting using any method of telecommunication or teleconferencing or may consent that the Board take any action in lieu of a meeting of the Board of Directors.

Section 5. Notice of Meetings. Notice of each regular meeting of the Board of Directors shall be given at least thirty (30) days prior thereto. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto. All notices shall be in writing delivered personally or sent by mail to each Director at their address as shown on the records of the

corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 6. Quorum. The presence of three (3) members of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business; provided, that if less than a quorum of the Directors shall be present at the time and place of any meeting, the Directors present may adjourn the meeting from time to time until a quorum shall be present, and notice of any adjourned meeting need not be given.

Section 7. Voting. Except as otherwise expressly provided by statute or by Charter of the corporation or by these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Resignation of Directors. Any Director may resign at any time by giving notice thereof in writing to the President or Secretary of the corporation. Such resignation shall take effect at the time specified by the President or Secretary unless it shall be necessary to accept such resignation by its terms before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors.

Section 9. Vacancies. In the event of any vacancy occurring in the Board of Directors due to death, resignation, disqualification or otherwise, the remaining Directors shall continue to act; and such vacancy may be filled by the vote of a majority of the remaining Directors, even though such majority is less than a quorum, or by the sole remaining Director if there be only one (1) Director remaining. Any Director so chosen shall hold office for the unexpired portion of the term of the person whom the newly elected Director succeeds and until his successor shall have been duly elected and qualified, or until their death, or until they shall resign or shall become disqualified. An increase in the number of Directors shall be deemed to create vacancies in the Board of Directors to be filled in the manner provided in Section 2 of this Article III.

Section 10. Compensation of Directors. Directors shall not receive any compensation for their services as such; provided, however, that nothing herein contained shall be construed to

preclude any person who is a Director from also serving the corporation in another capacity and receiving compensation therefor.

ARTICLE IV

Officers

Section 1. Number of Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer and any such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Any two (2) or more offices may be held by one (1) person except the offices of President and Secretary; but no officer shall sign or execute any document in more than one (1) capacity.

Section 2. Election, Term of Office and Qualifications. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article IV shall be elected by the Board of Directors at its annual meeting and shall hold office until the annual meeting of the Board of Directors held next after their election or until their death or until they shall resign or shall have been disqualified or shall have been removed from office.

Section 3. Subordinate Officers and Agents. The Board of Directors from time to time may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe her respective authority, and duties.

Section 4. Removal. The officers specifically designated in Section 1 of this Article IV may be removed, either with or without cause, by vote of a majority of the whole Board of Directors at a special meeting of the Board called for that purpose. The officers appointed in accordance with the provisions of Section 3 of this Article IV may be removed, either with or without cause, by the Board of Directors, by a majority vote of the Directors present at any meeting, or by any officer or agent upon whom such power of removal may be conferred by the Board of

Directors. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the secretary of the corporation, or, if they were appointed by an officer or agent in accordance with Section 3 of this Article IV, by giving written notice to the officer or agent who appointed them. Any such resignation shall take effect upon its being accepted by the Board of Directors or by the officer or agent appointing the person so resigning.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal or disqualification or any other cause shall be filled at a regular or special meeting of the directors for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

Section 7. President. The President shall be the chief executive officer of the corporation and, subject to the instructions of the Board of Directors, shall have general charge of the business, affairs and property of the corporation and control over its other officers, agents and employees and shall preside at all meetings of the Board of Directors.

Section 8. Vice President. At the request of the President, upon absence or disability, the Vice President shall perform all the duties of the President and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be assigned by the Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the records, books, reports, statements, certificates and other documents of the corporation and the seal of the corporation, see that the seal is affixed to all documents requiring such seal and in general shall perform all duties

and possess all authority incident to the office of Secretary, and shall perform such other duties and have such other authority as from time to time may be assigned by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the corporation, and shall in general perform all duties and have all authority incident to the office of Treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted by the Board of Directors.

Section 11. Duties of Officers may be Delegated. Due to the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the power or duties of such officer to any other officer or to any Director for the time being, provided, however, a majority of the entire Board of Directors concurs therein.

Section 12. Salaries of Officers. No officer of the corporation shall receive a salary for their services as such officer.

ARTICLE V

Contracts. Loans. Deposits. Checks. Drafts. etc.

Section 1. Contracts. Except as otherwise provided in these Bylaws the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instruments on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the corporation to whom such power may from time to time be given the Board of Directors.

Section 4. Checks, Drafts, etc. All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the President or by the Treasurer, or in such other manner as the Board of Directors from time to time may determine.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VI

General Provisions

Section 1. Corporate Seal. The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the corporation shall be established from time to time by resolution of the Board of Directors.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of Delaware corporate law or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, 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.

Section 4. Amendment to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Directors present and voting; provided, however, that at least seven (7) days notice in writing shall be given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

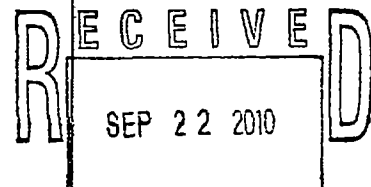
100882714

9022581

09-17-2010

PARKOWSKI, GUERKE & SWAYZE, PROFESSIONAL ASSOCIATION
116 WEST WATER STREET
P.O. BOX 598
DOVER DE 19904
ATTN: COLLEEN LECATES

DESCRIPTION	AMOUNT
FOCUS ON HOPE, INC. 3480414	
Franchise Tax Paid by Agent	25.00
FILING TOTAL	25 00
FOCUS ON HOPE, INC. 3480414 0312V Renewal for Void	
Filing Fee	5.00
FILING TOTAL	5.00
TOTAL CHARGES	30.00
TOTAL PAYMENTS	30.00
SERVICE REQUEST BALANCE	.00



PARKOWSKI, GUERKE & SWAYZE, P.A.

STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is Focus On Hope, Inc.
2. Its registered office in the State of Delaware is located at 116 W.
Water Street (street), City of Dover
Zip Code 19904 County of Kent the name of
its registered agent is Parkowski, Guerke & Swayze,
Professional Association
3. The date of filing of the original Certificate of Incorporation in Delaware was January 14, 2002
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2005, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 10th day of August A.D. 2010.

By: Richie Hanley
Authorized Officer

Name: Richie Hanley

Print nr, Type

Title: Secretary / Treasurer

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is Focus On Hope, Inc.
2. Its registered office in the State of Delaware is located at 116 W.
Water Street (street), City of Dover
Zip Code 19904 County of Kent the name of
its registered agent is Parkowski, Guerke & Swayze,
Professional Association
3. The date of filing of the original Certificate of Incorporation in Delaware was January 14, 2002
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2005, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 10th day of August A.D. 2010

By: Richie Henley
Authorized Officer
Name: Richie Henley
Print or Type
Title: Director

State of Delaware

Annual Franchise Tax Report

CORPORATION NAME FOCUS ON HOPE, INC.				TAX YEAR 2005
FILE NUMBER 3480414	INCORPORATION DATE 2002/01/14	RENEWAL/REDEMPTION DATE	PRINC. NUMBER	
PRINCIPAL PLACE OF BUSINESS		STREET/CITY/STATE/ZIP		
		801 Sherbrooke Circle Laurenburg, NC 28352		
REGISTERED AGENT W/K INCORPORATING SERVICES, INC.				9270920
3500 SOUTH DUPONT HIGHWAY				
DOVER		DE 19901		
AUTHORIZED STOCK BEGIN DATE	END DATE	RESTRICTION/ STOCK CLASS	NO. OF SHARES	PAR VALUE/ SHARE
NONE				
OFFICER	NAME	STREET/CITY/STATE/ZIP		
President	Sarah Henderson	540 E. main Street, Chesterfield, SC 29709		
Vice President	Rodney Youman	1 Penn Plaza, 250 W. 34th Street, NY, NY 10119		
Secretary/Treasurer	Richie Henley	801 Sherbrooke Circle, Laurenburg, NC 28352		
DIRECTORS	NAME	STREET/CITY/STATE/ZIP		
	Richie Henley	801 Sherbrooke Circle, Laurenburg, NC 28352		
	Elizabeth Henderson	815 Green Ridge Drive, Raleigh, NC 27609		
	Sarah Henderson	540 E main Street, Chesterfield, SC 29709		
	Brooks Hale	9187 Tartan Road, Laurenburg, NC 28352		
Total Number of directors:				
NOTICE: Pursuant to 8 Del C 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.				
Authorized by (officer, director or incorporator) (street, city, state, postal code (zip) and country)				
Signature of Richie P. Henley		Date 8/21/2005 Director		

BALLOT FORM
Focus on Hope, Inc.

Please check the appropriate blank in questions one (1) and (2) and sign your name below. Once completed, please return this BALLOT FORM to I. Allan From, P.O. Box 12347, Raleigh, NC 27605.

1. I, the undersigned, do hereby (check only one):

_____ resign as a member of Focus on Hope, Inc. as of the date set forth below and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

_____ certify that I am not now nor have I ever been or intended to be a member of Focus on Hope, Inc. and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

☒ _____ state that I am or may be a "member" of Focus on Hope, Inc. (If this option is checked, please proceed to question 2).

2. I, the undersigned, do hereby (check only one):

☒ _____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto and further vote to elect Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc. for the terms as set forth in Article II of the Amended By-laws

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto, and further vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote to elect Richie Henley, Elizabeth Henderson, Sarah June Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

I, the undersigned, by placing my signature hereto do hereby consent to action being taken without a meeting of the members.

By: Elizabeth A. Henderson
ELIZABETH HENDERSON

Date: 11-15-09

BALLOT FORM
Focus on Hope, Inc.

Please check the appropriate blank in questions one (1) and (2) and sign your name below. Once completed, please return this BALLOT FORM to I. Allan From, P.O. Box 12347, Raleigh, NC 27605.

1. I, the undersigned, do hereby (check only one):

_____ resign as a member of Focus on Hope, Inc. as of the date set forth below and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

_____ certify that I am not now nor have I ever been or intended to be a member of Focus on Hope, Inc. and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

☒ _____ state that I am or may be a "member" of Focus on Hope, Inc. (If this option is checked, please proceed to question 2).

2. I, the undersigned, do hereby (check only one):

☒ _____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto and further vote to elect Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc. for the terms as set forth in Article II of the Amended By-laws.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto, and further vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote to elect Richie Henley, Elizabeth Henderson, Sarah June Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

I, the undersigned, by placing my signature hereto do hereby consent to action being taken without a meeting of the members.

By: Susan Mckeown Date: 12/24/09
SUSAN MCKEOWN

BALLOT FORM
Focus on Hope, Inc.

Please check the appropriate blank in questions one (1) and (2) and sign your name below. Once completed, please return this BALLOT FORM to I. Allan From, P.O. Box 12347, Raleigh, NC 27605.

1. I, the undersigned, do hereby (check only one):

☒

resign as a member of Focus on Hope, Inc. as of the date set forth below and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

☐

certify that I am not now nor have I ever been or intended to be a member of Focus on Hope, Inc. and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

☐

state that I am or may be a "member" of Focus on Hope, Inc. (If this option is checked, please proceed to question 2).

2 I, the undersigned, do hereby (check only one):

☐

vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto and further vote to elect Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc. for the terms as set forth in Article II of the Amended By-laws.

☐

vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto, and further vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

☐

vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote to elect Richie Henley, Elizabeth Henderson, Sarah June Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

I, the undersigned, by placing my signature hereto do hereby consent to action being taken without a meeting of the members.

By: _____

PETER A. MCKAY

Date: _____

11/2/09

Peter Albert McKay

Attorney at Law

NEW YORK, NEW JERSEY & FLORIDA BAR

THE FISK BUILDING

250 WEST 57TH ST, SUITE 2217

NEW YORK, NY 10107

TEL (212) 586-7074-5

FAX (212) 581-9819

E-MAIL PAMIONE@AOL.COM

Via U.S. Mail Only

October 13, 2009

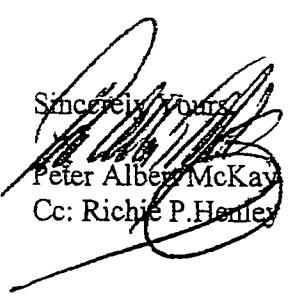
Mr. Allen From, Esq
Howard, Stallings, From & Hutson, PA
~~Attorneys at Law~~
PO Box 12347
Raleigh, NC 27005

Re: Resignation

Dear Mr. From:

Please find enclosed herein my formal resignation from the Board of Focus on
Hope, Inc. effective today October 13, 2009.

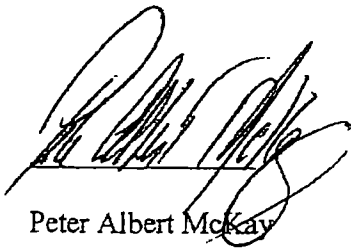
Sincerely yours,


Peter Albert McKay

Cc: Richie P. Henley

Written Resignation of Peter Albert McKay as a Board Member of Focus on Hope, Inc. effective October 13, 2009

The undersigned, Peter Albert McKay, hereby advises the Board of Directors of Focus on Hope, Inc, that he is resigning his position as Board Member effective immediately, today, October 13, 2009.



Peter Albert McKay

BALLOT FORM
Focus on Hope, Inc.

Please check the appropriate blank in questions one (1) and (2) and sign your name below. Once completed, please return this BALLOT FORM to I. Allan From, P.O. Box 12347, Raleigh, NC 27605.

1. I, the undersigned, do hereby (check only one):

_____ resign as a member of Focus on Hope, Inc. as of the date set forth below and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

_____ certify that I am not now nor have I ever been or intended to be a member of Focus on Hope, Inc. and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

☒ state that I am or may be a "member" of Focus on Hope, Inc. (If this option is checked, please proceed to question 2).

2. I, the undersigned, do hereby (check only one):

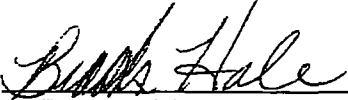
☒ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto and further vote to elect Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc. for the terms as set forth in Article II of the Amended By-laws.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto, and further vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote to elect Richie Henley, Elizabeth Henderson, Sarah June Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

I, the undersigned, by placing my signature hereto do hereby consent to action being taken without a meeting of the members.

By: 
BROOKS HALE

Date: 11/01/09

BALLOT FORM
Focus on Hope, Inc.

Please check the appropriate blank in questions one (1) and (2) and sign your name below. Once completed, please return this BALLOT FORM to I. Allan From, P.O. Box 12347, Raleigh, NC 27605.

1. I, the undersigned, do hereby (check only one):

_____ resign as a member of Focus on Hope, Inc. as of the date set forth below and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

_____ certify that I am not now nor have I ever been or intended to be a member of Focus on Hope, Inc. and do hereby waive any right to vote as a member of Focus on Hope, Inc. (If this option is checked, please sign your name at the bottom of this form, but please do not answer questions 2 or 3).

X_____ state that I am or may be a "member" of Focus on Hope, Inc. (If this option is checked, please proceed to question 2).

2. I, the undersigned, do hereby (check only one):

X_____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto and further vote to elect Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc. for the terms as set forth in Article II of the Amended By-laws.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto, and further vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote to adopt the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote **against** the election of Richie Henley, Elizabeth Henderson, Sarah Jane Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

_____ vote **against** the proposed amendments to Focus on Hope, Inc.'s By-laws as set forth as Exhibit B attached hereto. However, I vote to elect Richie Henley, Elizabeth Henderson, Sarah June Lepard Henderson, and Brooks Hale as Directors of Focus on Hope, Inc.

I, the undersigned, by placing my signature hereto do hereby consent to action being taken without a meeting of the members.

By: _____

RODNEY R. YOUMAN

Date: _____

NOV. 5, 2009

Peter Albert McKay

Attorney at Law

NEW YORK, NEW JERSEY & FLORIDA BAR

THE FISK BUILDING

250 WEST 57TH ST, SUITE 2217

NEW YORK, NY 10107

TEL (212) 586-7074-5

FAX (212) 581-9819

E-MAIL: PAMIONE@AOL.COM

Via U.S. Mail Only

October 13, 2009

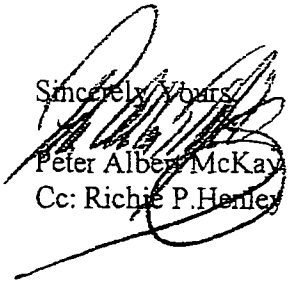
Mr. Allen From, Esq
Howard, Stallings, From & Hutson, PA
Attorneys at Law
PO Box 12347
Raleigh, NC 27005

Re: Resignation

Dear Mr. From:

Please find enclosed herein my formal resignation from the Board of Focus on
Hope, Inc. effective today October 13, 2009.

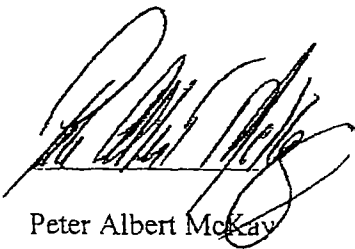
Sincerely, Yours,


Peter Albert McKay

Cc: Richie P. Henley

Written Resignation of Peter Albert McKay as a Board Member of Focus on Hope, Inc. effective October 13, 2009

The undersigned, Peter Albert McKay, hereby advises the Board of Directors of Focus on Hope, Inc, that he is resigning his position as Board Member effective immediately, today, October 13, 2009.

A handwritten signature in black ink, appearing to read "Peter Albert McKay", is written over a horizontal line.

Peter Albert McKay