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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMikids JACKSONVILLE, INC.**

The undersigned hereby files these First Amended and Restated Articles of Incorporation of AMikids Jacksonville, Inc. with the Florida Department of State. These Articles shall be effective when they are filed with the Florida Department of State. These Articles shall supersede all previous articles of incorporation. The Corporation shall be a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**ARTICLE I.
NAME AND ADDRESS**

The name of this Corporation is AMikids Jacksonville, Inc. The principal office of the Corporation is 7801 Lone Star Road, Room #15, Jacksonville, Florida 32211 and its mailing address is 7801 Lone Star Road, Room #15, Jacksonville, Florida 32211.

**ARTICLE II.
DURATION**

This Corporation shall exist perpetually.

**ARTICLE III.
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes to support AMikids, Inc. ("AMI"), a Florida not for profit corporation that is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is not a private foundation under Code Section 509(a)(1). The purposes of the Corporation include, without limitation, the following:

Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;

Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and

Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Code, or under a corresponding provision of any subsequent federal tax law.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

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Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not-for-profit corporation under the law of the state of incorporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code or the corresponding provision of any future federal tax law. Any references to the Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

Section 3.4. Dissolution.

A. Upon the dissolution of the Corporation, the Board of Trustees (defined below) shall pay all liabilities of the Corporation and shall distribute the remaining assets, as determined by the Board:

(i) to AMIkids, Inc. ("AMI") provided it is a Qualified Recipient at the time of distribution.

(ii) to Associated Marine Institutes Foundation, Inc. provided it is a Qualified Recipient at the time of distribution.

(iii) to a new or existing Qualified Recipient whose purpose is to operate programs for youth which are similar to those operated by the Corporation. The recipient may be a new Qualified Recipient formed by members of the Corporation's Board.

A "Qualified Recipient" means an organization which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the "Code") and as described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code, with all of the foregoing as amended from time to time.

For purposes of Section 3.4(A), "Board" means the Board as defined in Section 5.1 if the Member (defined in Section 4.1 below) has not removed any person from the Board during the two year period immediately preceding the date of dissolution. If the Member has removed any persons from the Board during such two-year period, "Board" means those persons removed by the Member during the two year period and all Board members at the time of dissolution, excluding Board members appointed by the Member during the two year period.

B. Section 3.4(B) applies if the Member causes all of the Corporation's programs to cease operation on a permanent basis for at least twelve consecutive months. This Section 3.4(B) does not apply if the Board takes action which causes one or more of the Corporation's programs to cease operation. If Section 3.4(B) applies, then within the twelve month period after the date on

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which the last program has permanently ceased to operate for twelve consecutive months: (i) the Board may determine whether to dissolve the Corporation and (ii) if the Board dissolves the Corporation, then all liabilities of the Corporation shall be paid and the remaining assets shall be distributed, as determined by the Board, to one or more entities which meet the requirements of Section 3.4(A) (i), (ii), or (iii) above.

For purposes of Section 3.4(B), "Board" means the Board as defined in Section 5.1 provided the Member has not removed any persons from the Board during the two year period immediately preceding the date on which the Corporation's last program ceases operation. If the Member has removed any person from the Board during such two year period, "Board" shall mean those persons removed by the Member within the two year period and all Board members serving when the Corporation's last program ceases operation, excluding Board members appointed by the Member during the two year period.

The Member shall make any determination not made by the Board in accordance with Section 3.4(B).

ARTICLE IV. **NON-STOCK CORPORATION AND MEMBER**

Section 4.1. Member. This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. The sole member shall be AMI ("Member"). The membership interest is not subject to involuntary transfer. Upon the occurrence of the bankruptcy, insolvency, involuntary dissolution, or any similar event of the Member, the membership interest shall immediately terminate and the Member shall cease to be the sole member of this Corporation. Upon termination of the sole membership interest in this Corporation, the then Board of Trustees (defined in Section 5.1) shall exercise all powers formerly exercisable by the Member.

Section 4.2. Confirmation by Member. Within ten (10) business days after any vote or election by the Board of Trustees (defined below) which requires confirmation by the Member, the Board of Trustees (defined below) shall submit to the Member a written request specifying the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide the Board of Trustees with written confirmation and the matter shall become effective upon the Member's written approval or such other date as the Member may specify in writing.

ARTICLE V. **MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES**

Section 5.1. Election and Removal of Trustees. The Corporation shall be managed by or under the direction of a Board of Trustees (the "Board of Trustees" or the "Board"). The members of the Board of Trustees (whether one or many, the "Trustees") shall be elected as stated in the Bylaws. All Trustees shall be voting Trustees unless non-voting Board members are elected in accordance with the Bylaws; however, unless otherwise indicated all references in these Articles to the "Board" or to the "Trustees" shall only include voting Members of the Board. The Member shall have the authority to remove any or all of the voting and non-voting Trustees, with or without cause. The Member may authorize the Board to remove a voting and non-voting member of the Board of Trustees. If a Trustee is removed by the Member, then the Member shall appoint the

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successor Trustee who shall take office upon appointment; otherwise, the Board shall elect the successor Trustee who shall take office upon his/her election.

Section 5.2 Voting. A quorum of the Board shall consist of one-third (1/3) of the number of Trustees then serving or two (2) members, whichever is greater. The affirmative vote of a majority of the Trustees present and voting at any meeting at which a quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

ARTICLE VI. **COMMITTEES**

Section 6.1 Executive Committee. The Board of Trustees shall have an Executive Committee which shall consist of the Chair of the Board and at least two (2) Board members who shall be elected by the Board and who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

Section 6.2 Other Committees. The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

ARTICLE VII. **OFFICERS**

Section 7.1 Executive Director. The Corporation shall have an Executive Director who shall be the chief operating officer of the Corporation. The Member will provide candidates for the Executive Director and the Board shall select the Executive Director from those candidates. If the Board does not select the Executive Director within a reasonable time, the Member shall appoint the Executive Director. Either the Board or the Member may remove the Executive Director, with or without cause. The Executive Director shall perform the duties and responsibilities as set forth in the Bylaws.

Section 7.2 Other Officers. The remaining officers of the Corporation shall be a Chair of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers, their terms of office, the persons who may serve in an office, and their duties and responsibilities shall be controlled by the Bylaws.

ARTICLE VIII. **AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended or rescinded by the written approval of the Member. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment is approved by a two-thirds (2/3) vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

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ARTICLE IX.
AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved in writing by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present and voting at any annual meeting or special meeting of the Board called for that purpose and at which a quorum is present. If the Board adopts a Bylaw amendment which has not been approved in advance and in writing by the Member, then within ten (10) business days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide the Board with written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended Bylaws to the Member.

ARTICLE X.
REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

<u>Name</u>	<u>Address</u>
David J. Hull	Smith, Hulsey & Busey 225 Water Street, Suite 1800 Jacksonville, Florida 32202

ARTICLE XI.
REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be promptly submitted after the end of each fiscal year or more frequently as the Member may request.

ARTICLE XII.
ACTIONS REQUIRING MEMBER'S CONSENT

The Corporation may not take any of the following actions without obtaining the advance written consent of the Member:

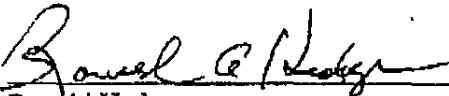
- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation's offices.
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).

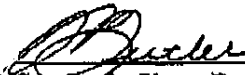
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- D. the sale or other transfer of all, or substantially all, of the assets of the Corporation.
- E. the Corporation's merger with, or acquisition of, any other entity.
- F. the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.
- G. the termination of the activities or dissolution of the Corporation, except as provided in Section 3.4(B).
- H. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation have been duly approved on September 24, 2009.


Ronald Hedge
As Chairman, Board of Trustees


Stephanie Sloan-Butler
As Secretary