

L04000091021

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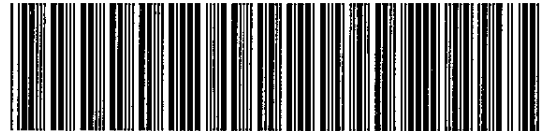
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EFFECTIVE DATE
12/31/04

FILED
04 DEC 29 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 23 2004
FILED
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

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CLERMONT
KEY WEST
LAKE LAND
MELBOURNE
ORLANDO
TALLAHASSEE
TAMPA

December 29, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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TALLAHASSEE, FLORIDA

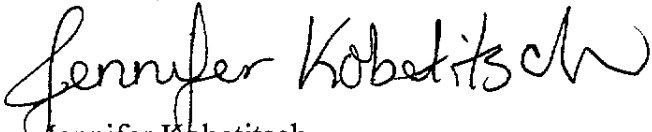
To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF ORGANIZATION**, along with a check in the amount of **\$55.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

ECCI, LLC
Document Number: L04000091021

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Sincerely,


Jennifer Kobetitsch
Office Administrator

JCK
Enclosures

EFFECTIVE DATE
12/31/04

FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ECCI, LLC

FILED
04-DEC-29 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608.411, *Florida Statutes*, the undersigned hereby amends and restates the Articles of Organization of ECCI, LLC (the "Company"), a Florida limited liability company formed under Chapter 608, *Florida Statutes*, on or about December 16, 2004, as follows:

ARTICLE I - NAME

The name of the Company is: ECCI, LLC.

ARTICLE II - PURPOSES

The purposes for which the Company is organized are:

In particular, to operate for the exclusive benefit of the Company's member for its tax exempt purposes.

In general, and in furtherance thereof, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Company to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Company.

The purposes for which this Company is organized shall be limited to those which are strictly charitable. In no event shall this Company engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a any entity, contributions to which are deductible under Section 170(c)(2) of the Code.

The Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Company

participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Company engage in subversive activities.

The Company shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any officer, manager, creator or organizer of the Company or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Company, or as a reimbursement for reasonable expenses incurred in support of the Company.

The Company is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Company shall have all the powers granted to limited liability companies under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Company is organized. In no event, however, shall the Company have or exercise any power which would cause its member not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Company engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Company shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

The Company shall have one (1) member. The sole member of the Company shall be Community Supports, Inc., a Florida not for profit corporation, whose address is 1095 West Morse Boulevard, Winter Park, Florida 32789.

ARTICLE V - TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE VI - MANAGEMENT

The management of the Company shall be reserved to its member.

ARTICLE VII - OPERATING REGULATIONS

The Company's Operating Regulations shall be approved by resolution adopted by the Company's member, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by the Company's member.

ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF ORGANIZATION

Any provision contained in these Amended and Restated Articles of Organization may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by the Company's member, or (ii) any other manner provided by applicable law.

ARTICLE IX - DISSOLUTION

The Company may be liquidated or dissolved by: (i) resolution adopted by the Member, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of the Company, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Company, shall be distributed to, and only to, the Company's member. No part of the assets or the net earnings, current or accumulated, of the Company shall inure to the benefit of a private individual.

ARTICLE X- REGISTERED OFFICE AND AGENT

The name of the Company's registered agent and the street address of the Company's registered office are as follows:

Kenneth H. Schultz
1095 West Morse Boulevard
Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

ARTICLE XI - COMPANY'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of the Company shall be:

1095 West Morse Boulevard
Winter Park, Florida 32789

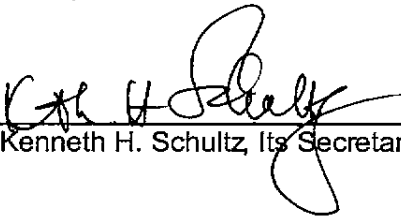
ARTICLE XII - EFFECTIVE DATE AND TIME

These Amended and Restated Articles of Organization shall be effective as of 11:59 p.m.
EST on December 31, 2004 (the "Effective Date and Time").

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, COMMUNITY SUPPORTS, INC., the sole member of the Company as of the Effective Date and Time, hereby executes these Amended and Restated Articles of Organization of ECCI, LLC, as of the 31st day of December, 2004.

COMMUNITY SUPPORTS, INC., a Florida not for profit corporation

By: 
Kenneth H. Schultz, Its Secretary