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July 17, 2001
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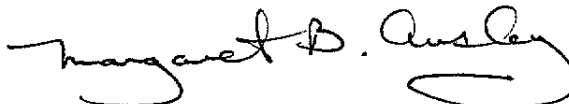
Florida Secretary of State
Division of Corporations
Gaines Street
Tallahassee, FL 32301

Re: Restatement and Amendment of Articles of Incorporation and
Certificate

Dear Sir/Madam:

Enclosed for filing with the Secretary of State is the Restatement and Amendment of Articles of Incorporation for Kairos Horizon Communities Corp., the Certificate as required by statute, and this firm's escrow account check in the amount of \$43.75, representing the filing fee and the certified copy fee.

Sincerely yours,


Margaret B. Ausley

MBA/stb
Encl.

Amended
+ Restated
Art.

FILED
01 JUL 17 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE JUL 17 2001

RESTATEMENT AND AMENDMENT OF
ARTICLES OF INCORPORATION

The undersigned corporate officer, for the purpose of restating and amending the current Articles of Incorporation of KAIROS HORIZON COMMUNITIES CORP., a corporation under the Florida Not For Profit Corporation Act, hereby files the Restatement and Amendment of said Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Kairos Horizon Communities Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

130 University Park Drive
Suite 170
Winter Park, FL 32792

ARTICLE III PURPOSE

The specific purposes for which the corporation is organized are:

To initiate and support faith-based therapeutic communities in federal, state or privately run correctional institutions.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The affairs of the corporation shall be governed by a Board of Directors composed of not less than three (3) and not more than twelve (12) persons as set forth in the Bylaws for the corporation. Except as otherwise required by law, the Directors are not required to be elected from among direct participants in the ministry. The Directors shall be elected by the method stated in the Bylaws.

ARTICLE V REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

Ike Griffin
1736 Barcelona Way
Winter Park, FL 32789

ARTICLE VI INCORPORATOR; OFFICERS

The name and address of the Incorporator to these Articles of Incorporation are:

Ike Griffin
1736 Barcelona Way
Winter Park, FL 32789

The names and addresses of the Officers to these Articles of Incorporation are:

Hugh MacMillan, President
317 East Park Avenue
Tallahassee, FL 32301

Penelope Lee, Vice President
Up Ottery on Honiston
Devon EX14 9PN England

FILED
01 JUL 17 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reverend Jacqueline Means, Secretary
720 Martin Luther King Street
Indianapolis, IN 46202

Donald Jones, Treasurer
508 West Wall Avenue
Midland, TX 79701

ARTICLE VII Not for Profit Status

The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary and educational with the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII Limitations on Distributions and Activities

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustee, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX Dissolution of Corporation; Distribution of Assets

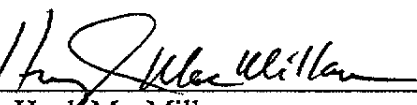
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal income tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X Validity of Restated and Amended Articles of Incorporation

The Restated and Amended Articles of Incorporation supercedes the original Articles of Incorporation and any amendments to it.

KAIROS HORIZON COMMUNITIES CORP.

BY



Hugh MacMillan
As its President

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of July, 2001, by HUGH MACMILLAN as President of KAIROS HORIZON COMMUNITIES CORP., a Florida not-for-profit corporation, on behalf of said corporation, who is personally known to me or who presented personally known as identification.

Margaret Brandon Ausley
NOTARY PUBLIC, State of Florida

Margaret Brandon Ausley
(Name Typed/Printed)

My Commission No.:

My Commission Expires:



CERTIFICATE FOR RESTATEMENT AND AMENDMENT OF
ARTICLES OF INCORPORATION FOR
KAIROS HORIZON COMMUNITIES CORP.,
A NOT-FOR-PROFIT CORPORATION

WHEREAS, the Board of Directors of Kairos Horizon Communities Corp. wishes to restate and amend the original Articles of Incorporation for said corporation; and

WHEREAS, a Certificate accompanying said Restatement of the Articles of Incorporation is required under §617.1007(3), Florida Statutes.

NOW, THEREFORE, the corporation herewith files its Restatement and Amendment of the Articles of Incorporation, pursuant to the following provisions:

(A) The Restatement and Amendment of the Articles of Incorporation adopted unanimously by the Board of Directors on July 17, 2001, does not contain an amendment to the Articles which requires member approval.

(B) The following Articles shall be added to the original Articles of Incorporation:

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KAIROS HORIZON COMMUNITIES CORP.

BY *Hugh Macmillan*
HUGH MACMILLAN
As its President

STATE OF FLORIDA
COUNTY OF LEON

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Margaret Brandon Ausley
NOTARY PUBLIC, State of Florida

Margaret Brandon Ausley
(Name Typed/Printed)

My Commission No.:

My Commission Expires:

