

CAPITAL CONNECTION, INC.

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STATE
TALLAHASSEE, FLORIDA

The Center for Special Needs
Trust Administration, Inc.

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- Art of Inc. File Restated
- LTD Partnership File Articles
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATIONS
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8/23/01
J. BRYAN AUG 23 2001

RESTATED ARTICLES OF INCORPORATION

of

THE CENTER FOR SPECIAL NEEDS TRUST ADMINISTRATION, INC.

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01 AUG 23 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation restates the corporation's Articles of Incorporation, adopting as amendments hereto all such articles and/or provisions herein that may be different from, or additions to, the corporation's original Articles of Incorporation. Accordingly, the Articles of Incorporation of the corporation shall be restated to now read as follows:

1. Name. The name of the corporation is The Center for Special Needs Trust Administration, Inc.
2. Principal Office/Mailing Address. The street address of the principal office of the corporation is 622 Bypass Drive, Clearwater, FL 33764. The mailing address is the same.
3. Date of Restatement. The date of adoption of these restated Articles of Incorporation was on the 31st day of July, 2001, and the effective date shall be the date on which they are accepted for filing by the appropriate state agency. Upon such filing, and to the greatest extent permitted by law, these restated Articles of Incorporation shall apply retroactively to the date of the corporation's existence.
4. Adoption of Amendment and Restatement. There are no members or members that are entitled to vote on amendments to the corporation's Articles of Incorporation, and the amendments within this restated Articles of Incorporation were duly adopted by the corporation's board of directors.
5. Purpose. The corporation's purpose is to provide specialized trustee and related services to persons with disabilities who are the beneficiaries of special needs trusts. The corporation is formed to fill a need in the disability and elder community that is recognized by the corporation as being currently unmet.
6. Not-for-Profit. This corporation shall be not-for-profit and shall act under the applicable laws of the State of Florida governing such corporations. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or such other corresponding section of any future federal tax code. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or, (b) a corporation, contributions of which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
7. Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
8. Registered Office and Agent. The name and street address of the current registered office and agent is:

John Staunton, Esq.
622 Bypass Drive, Suite 200
Clearwater, FL 33764

9. Filer of Restated Articles. The name and address of the filer of these restated articles of incorporation is:

John Staunton, Esq.
622 Bypass Drive, Suite 200
Clearwater, FL 33764

10. Board of Directors. At no time shall the corporation have less than three (3) directors. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. At the time of filing these restated articles of incorporation, the names and street addresses of the current directors are:

Leo J. Govoni
2600 1st Avenue North
St. Petersburg, FL 33713

Linda J. Talbot
622 Bypass Drive, Suite 200
Clearwater, FL 33764

Elizabeth Sauer
2600 1st Avenue North
St. Petersburg, FL 33713

John W. Staunton, Esq.
622 Bypass Drive, Suite 200
Clearwater, FL 33764

The above directors shall serve until their resignation or until their replacements are selected in accordance with the procedures set forth in the Bylaws governing selection and service of directors.

11. Bylaws. The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the members, if any, except that the board of directors may not amend or repeal any bylaw adopted by the members if the members specifically provide that the bylaw is not subject to amendment or repeal by the directors.

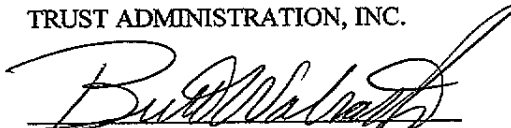
12. Distribution of Interests From Trusts. In accordance with Section 617.2101, Florida Statutes, as of the date of these restated articles of incorporation, to serve as trustee of property, the corporation must, among other things, have a beneficial, contingent, or remainder interest in the property. As a condition to providing specialized trustee and related services to persons with disabilities who are the beneficiaries of special needs trusts, the corporation shall require such an interest. In the event the corporation receives any property from a trust of which it is trustee as a result of this requirement, the corporation shall distribute said property to one or more not for profit entities that serve persons with disabilities, as may be further provided in the corporation's bylaws. No officer, director, or employee of the corporation shall be a beneficiary of, or receive any direct benefit from, any such property.

13. Dissolution. Upon the dissolution of the corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal 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 a Court of competent jurisdiction 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 such Court shall determine, which are organized and operated exclusively for such purposes.

14. Amendments. The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on any party hereunder are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Officer has executed these Restated Articles of Incorporation this 31st day of July, 2001.

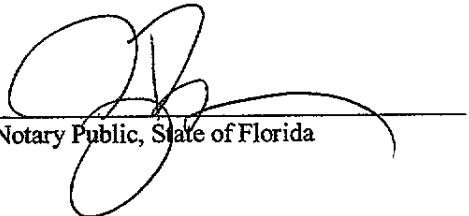
THE CENTER FOR SPECIAL NEEDS
TRUST ADMINISTRATION, INC.


By: Brett Walrath, President

(Corporate Seal)

STATE OF FLORIDA))
))
COUNTY OF PINELLAS))

Sworn to and subscribed before me this 31st day of July, 2001, by Brett Walrath, as President of The Center for Special Needs Trust Administration, Inc.


Notary Public, State of Florida


Personally known or produced identification _____
Type of identification produced _____

JOHN BURNS
Notary Public, State of Florida
My comm. exp. Apr. 13, 2004
Comm. No. CC927420

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as resident agent for the above-stated corporation, I hereby verify that I am familiar with and accept the obligations of such position and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations under Section 607.0505, Florida Statutes.

Executed this 31st day of July, 2001.



John Staunton, Esq.
Resident Agent

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01 AUG 23 PM 4:09
SECRETARY OF STATE
FALLAHASSEE, FLORIDA