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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

CLAY KIDS NET, INC.

Certificate of Status	0
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Amended & Restated with N/C

T BROWN FEB 1 1 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLAY & BAKER KIDS NET, INC.
(a not for profit corporation)

The undersigned Chairperson of Clay Kids Net, Inc., a Florida not for profit corporation, hereby certifies that the Board of Directors of the corporation did on the 4th day of February, 2004, unanimously adopt the following Amended and Restated Articles of Incorporation:

Article I. Name

The name of this corporation shall be Clay & Baker Kids Net, Inc. The principal place of business and mailing address shall be 1726 Kingsley Avenue, Suite 2, Orange Park, Florida 32073.

Article II. Duration

The term of existence of this corporation is perpetual, commencing on the date of filing of the Articles of Incorporation with the Secretary of State.

Article III. Purpose

The purpose for which this corporation is organized is as follows: To provide for foster care placement, case management, adoption, physical and emotional support and be a liaison with the health department for children. The purposes for which this corporation is organized are exclusively charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions thereof.

Notwithstanding any other provision of these articles, this 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 of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

Article IV. Directors

There shall be three (3) directors initially. The number of directors may be increased from time to time by the Bylaws of the corporation, but there shall never be less than three (3). The directors shall be elected in such manner as provided in the Bylaws of the corporation.

The members of the Board of Directors who shall serve until their successors are duly elected shall be the individuals whose names and addresses are listed below:

Board Member	Address
Connie Crandall	1726 Kingsley Avenue, Suite 2 Orange Park, Florida 32073
Claudia L'Engle	1726 Kingsley Avenue, Suite 2 Orange Park, Florida 32073
Michelle Knoff	1726 Kingsley Avenue, Suite 2 Orange Park, Florida 32073
Mary Huntley	1726 Kingsley Avenue, Suite 2 Orange Park, Florida 32073
Dan Becton	1726 Kingsley Avenue, Suite 2 Orange Park, Florida 32073
Susie Kent	1726 Kingsley Avenue, Suite 2 Orange Park, Florida 32073

Article V. Members

The corporation shall have no members.

Article VI. Registered Office and Agent

The registered office of the corporation shall be 1726 Kingsley Avenue, Suite 2, Orange Park, Florida 32073, and the registered agent of the corporation at that address shall be John B. Moss.

Article VII. Conduct of Corporate Affairs

The conduct of the affairs of the corporation will be managed by the Chairperson, Vice Chair, Secretary and Treasurer of the corporation who shall be elected by the Board of Directors as provided in the Bylaws of the corporation. Any conveyance of title to real or personal property owned by the corporation shall be executed by the Chairperson or Vice Chair and attested to by the Secretary.

Article VIII. Bylaws

Bylaws of the corporation are to be made, approved, altered or rescinded by a majority vote of the Board of Directors.

Article IX. Amendments to the Articles

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors and shall be adopted following a majority vote of the members of the Board of Directors.

Article X. Supersedure of Original Articles of Incorporation

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of Clay Kids Net, Inc. and all subsequent amendments thereto.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 4th day of February, 2004.

Connie Crandall

Connie Crandall, Chairperson

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CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLAY KIDS NET, INC.
(a not for profit corporation)

1. The Articles of Incorporation of Clay Kids Net, Inc., a Florida not for profit corporation, are hereby amended in their entirety as set forth in the attached Amended and Restated Articles of Incorporation of Clay & Baker Kids Net, Inc.

2. The amendments were adopted by all of the members of the Board of Directors of the corporation on February 4, 2004. The corporation has no members entitled to vote.

3. This Certificate to Amended and Restated Articles of Incorporation shall become effective on the date filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Chairperson of the corporation has executed these Articles of Amendment this 4th day of February, 2004.

Connie Crandall

Connie Crandall, Chairperson