

N03000002524

Veronica H. Daniels
(Requestor's Name)

2502 B Holton St
(Address)

Suite 219D
(Address)

Tallahassee, FL 32310
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

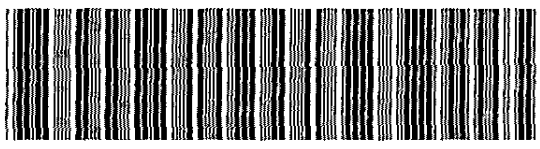
2nd Chance 2-Make 1st
(Business Entity Name) Impressions, Inc

N03-2524
(Document Number)

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*Amend
T. Lewis*

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ind Chance 2-Make 1st Impressions, Inc.
(present name)

NO3-2524

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See ATTACHED

SECOND: The date of adoption of the amendment(s) was: 6/18/04

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members of members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Signature of Chairman, Vice Chairman, President or other officer

Veronica H. Daniels
Typed or printed name

President
Title

6/21/04
Date

ARTICLES OF INCORPORATION

For

2nd Chance 2-Make 1st Impressions, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is 2nd Chance 2-Make 1st Impressions, Inc.

ARTICLE II

The principal place of business address:

2502B Holton Street, Suite 219D
Tallahassee, Florida 32310

The mailing address of the corporation is:

P.O. Box 20172
Tallahassee, Florida 32316

ARTICLE III

CORPORATE NATURE/PURPOSE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes; exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

GENERAL AND SPECIFIC PURPOSES

A. The purpose of the corporation shall be to provide behavior guidance and to promote the health, social, educational, vocational and character development of youth and adults, irrespective of race, color, creed or national origin; to receive, invest and disburse funds; and to hold property for the purposes of the corporation.

B. To operate exclusively for religious, charitable, educational and scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c) (3) of the Internal Revenue Code of 1986, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, including private foundations and private operation foundations.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The business, property and affairs of the corporation shall be managed by a Board of Directors, which shall have the power to: initiate and approve plans and programs for the welfare of 2nd Chance 2-Make 1st Impressions, Inc. members; have custody and management of the land, buildings, equipment and all properties of the corporation; adopt the annual budget of the corporation borrow money; raise and disburse funds; invest and reinvest funds of the corporation; sell, buy and exchange properties of the corporation; make contracts; appoint the executive director and appoint, or delegate the power to appoint, other employees of the corporation; fix the compensation of all employees of the corporation; perform all other duties and have such other powers as may be necessary to carry out the purpose of the corporation;

The number of member of the Board of Directors, who shall be members of the corporation, shall be fixed by the members of the corporation at their first meeting, and this number may be changed at any annual meeting, provided, however, there shall not be less than twenty (20) members of the Board of Directors, exclusive of any officers of the corporation who may be ex-officio members of the Board of Directors. The members of the Board of Directors will be representatives of the community.

At the first meeting of the members of the corporation, one third of the members of the Board of Directors shall be elected for one year, one third for two years and one third for three years, from among the members of the corporation. At each annual meeting thereafter, one third the number of directors shall be elected for three year terms. If the number of the members of the Board of Directors is increased at any annual meeting, the additional members shall be elected in equal number for one, two and three year terms, and if the number of members is reduced at any annual meeting, the terms of

the remaining members shall be adjusted, as may be necessary to provide an equal number serving one, two and three year terms.

All officers of the corporation shall be ex-officio members of the Board of Directors during their respective terms of office.

The Board of Directors shall have the power to fill vacancies in its own membership. Such new members shall hold office until the next annual meeting of the members of the corporation. A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

At least thirty (30) days before -the date of an annual meeting, the secretary shall furnish the nominating committee names of the members of the Board of Directors whose terms will expire at such annual meeting. Until such election is following persons shall serves as directors of the corporation:

Name:	Address
Veronica H. Daniels	2502B Holton Street, Tallahassee, Fl 32310
Willie N. Graham	3189 Notre Dame Street, Tallahassee, Fl 32305
Lind Dukes	4053 Morgan Road, Tallahassee, Fl 32305

B. Officers. The officers of the corporation shall be president, a treasurer and a secretary, who shall be elected annually by the Board of Directors. All officers shall serve for one year or until their successors are elected. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name:	Address
President: Veronica H. Daniels	2502B Holton Street, Tallahassee, Fl 32310
Treasurer: Willie N. Graham	3189 Notre Dame St., Tallahassee, Fl 32305
Secretary: Lind Dukes	4053 Morgan Road, Tallahassee, Fl 32305

The Board of Directors shall have the power to fill vacancies among the officers at any time and officers so elected to fill such vacancies shall serve until the next annual meeting of the Board of Directors or until their successors are elect.

ARTICLE VII

INCOME AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall the benefit of, or be distributable to its members, officers or other private persons, except that the 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 Article V hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) may political campaign on the behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, the Board of Directors shall (after paying or making provisions for the payment of all of the liabilities of the corporation) dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the internal Revenue Code of 1986 (or the corresponding provision of any. future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The name and residence address of the Subscriber of this corporation is as follows:
Veronica H. Daniels 2502B Holton Street, 219D, Tallahassee, FL 32310

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by the following the procedure set forth therefore in the By—Laws.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be: 2502B Holton Street, 219D, Tallahassee, Florida 32310 and the name of its registered agent at such address shall be: Veronica H. Daniels.

ARTICLE XIII

EFFECTIVE DATE

The Articles of Incorporation shall become effective immediately upon adoption by a two thirds vote of the members of the corporation present and voting.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit organization under the laws of the State of Florida, have executed these Articles of Incorporation, this 21 day of June, 2004.

IN WITNESS WHEREOF, I have subscribed my name and seal at Tallahassee, Leon County, Florida.

Witnesses by: [Signature] [Signature] (SEAL)
Subscriber
[Signature]

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **VERONICA H. DANIELS**, as subscriber to me the person described in and who executed the foregoing instrument, and who acknowledged before me that they executed and subscribed to the foregoing Articles of Incorporation in the aforesaid capacities.

WITNESS my hand and official seal in the County and aforesaid this 21 day of June, 2004.

(Seal)



Carolyn S. Hiers
MY COMMISSION # DD000235 EXPIRES
March 14, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Carolyn S. Hiers
Notary Public
My commission expires: 3/14/05

ACCEPTANCE OF SERVICE

HAVING BEEN NAMED to accept service of Treasurer for 2ND Chance 2-Make 1st Impressions, Inc., at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.0921 of the Florida Statutes.


Willie N. Graham

STATE OF FLORIDA
COUNTY OF LEON

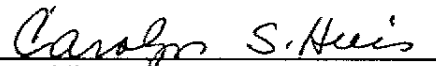
I HEREBY CERTIFY that on this day personally appeared before me, and officer duly authorized to administer oaths and take acknowledgments, **WILLIE N. GRAHAM** to me well known to be the person described in and who acknowledged before me that he executed the foregoing Acceptance of Service.

WITNESS my hand and official seal in the County and aforesaid this 21
day of June, 2004.

(Seal)



Carolyn S. Hiers
MY COMMISSION # DD000235 EXPIRES
March 14, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

My commission expires:

3/14/05