

N05000004963

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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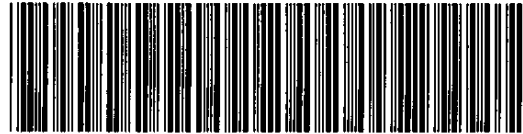
(Business Entity Name)

(Document Number)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Amendment

06/27/06

De


2nd Chance Counseling Inc.
9951 Atlantic Blvd Suite 126
Jacksonville FL 32225
(904) 724-9960

Florida Department of State Divisions
Of Corporations
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

In order to meet the organizational test for exemption under section 501(c)(3), the IRS has requested 2nd Chance Counseling amend ARTICLES OF INCORPORATION to include the following provisions found in Article III, Article IV, and Article V.

Enclosed is the fee for \$35.00

Sincerely,


Derenda Edmondson
President

**Articles of Amendment
to
Articles of Incorporation
of**

2nd Chance Counseling Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

NO5000004963

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article III, Article IV and Article V.

The above articles are being amended at the request of the Internal

Revenue 501(c)(3) purposes.

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(Attach additional pages if necessary)
(continued)

Articles of Incorporation Of
2nd Chance Counseling Center Inc.
Amended

ARTICLE I: The name of this Corporation shall be 2nd Chance Counseling Inc.

ARTICLE II: The principle place of business and mailing address of this corporation shall be: 9951 Atlantic Blvd. Suite 126 Jacksonville Florida 32225.

ARTICLE III: (a) 2ND Chance Counseling is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

(b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 purpose clause hereof.

(c) No substantial part of the activities of the organization shall be the 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 statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which is deductible under section 170(c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article IV: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization 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 V: The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title or interest in or to any property of the corporation.

The manner in which the Directors are appointed will be through recruitment from the community, business and educational networks.

Article VI: The number of Directors constituting the initial Board of Directors is four(4): their names and addresses are as follows:

Dr. Patricia Harvey
223 Connemara Drive 6-D
Myrtle Beach SC 29579

Dr. Eunice Freeman
403 Willow Ct.
Charleston SC 29420

Dr. Mary Rodgers
4043 Baymeadows Suite B
Jacksonville FL 32217

Dr. Derenda Edmondson
1369 Marsh Grass Ct.
Jacksonville FL 32218

Article VII: The name and Florida Street
The incorporator(s) of this corporation is (are):

Dr. Derenda Edmondson
1369 Marsh Grass Ct.
Jacksonville Florida 32218

Registered Agent:

I am hereby am familiar with and accept the duties and responsibilities of Registered Agent.

_____ Print Name

_____ Signature

_____ Date

The date of adoption of the amendment(s) was: June 14, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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 or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Derenda Edmondson
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Dr. Derenda Edmondson
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35