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Amended & Restated

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LIFE SKILLS CENTER - LEE COUNTY, INC.

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These Amended and Restated Articles of Incorporation of Life Skills Center - Lee County, Inc, a Florida not for profit corporation (the "Corporation"), dated as of June 24, 2008, are being duly executed and filed by Robert Cochrane, its president, to amend and restate the Corporation's original articles of incorporation, which were filed effective as of April 23, 2006. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I**

**Name, Street Address and Mailing Address**

The name of the corporation is: Life Skills Center - Lee County, Inc.

The street address of the principal office of the Corporation is: 3637 Dr. Martin Luther King, Jr. Blvd., Suite 104, Fort Myers, Florida 33916. The mailing address of the Corporation is 4433 Marchmont Blvd., Land O Lakes, Florida 34638.

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

The Corporation's purpose shall be to be organized and to operate exclusively for charitable and education purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code"), including, but not limited to the following:

(1) To establish, provide, promote, supervise, own, and conduct a school (the "School") for the education of persons in high school, on a non-profit basis, without regard to race, gender or denomination;

(2) To set and maintain standards for the School conforming to the minimum standards prescribed by the Florida State Board of Education, and to establish hours and terms of attendance;

(3) To receive and administer funds for the benefit of the Corporation, or its successors, and to that end, to accept, receive, take and hold by bequest, devise, gift, grant, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes any real or personal property, or both, of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereafter set forth, to use and apply the whole or part of the income there from and the principal thereof exclusively for

educational purposes, either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;

(4) To own, use, buy, sell, exchange, convey, mortgage, lease, transfer, invest, hold in trust, or otherwise dispose of, any such property, real or personal, or both, subject to the restrictions and limitations hereafter set forth, and as otherwise prescribed by law;

(5) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situation, whether now owned or hereafter to be acquired;

(6) To operate exclusively for educational purposes within the meaning of section 501(c)(3) of the Code, in the course of which operation:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other persons, except that the Corporation 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 herein;

b. 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 publishing or distribution statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

c. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(7) To fulfill these purposes in a manner and in accordance with a policy that the School shall not discriminate against students on the basis of race, color, gender, national origin or ethnicity;

(8) To engage in any activity in which a non profit corporation may engage under the laws of the State of Florida, and sections 170(b) and (c) and 501(c)(3) of the Code.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

**ARTICLE IV**

**Members**

The Corporation shall not have any members.

**ARTICLE V**

**Registered Office and Agent**

The street address of the registered office of the corporation is 4315 Metro Parkway, Suite 510, Fort Myers, Florida 33916, and the name of its registered agent at such address is Alvarez, Sambol, Winthrop & Madson, P.A.

**ARTICLE VI**

**Directors**

The board of directors shall be elected according to the bylaws of the Corporation.

**ARTICLE VII**

**Indemnification**

(1) The Corporation shall indemnify any officer or director who is at any time a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was an officer or director of the Corporation against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation shall indemnify any officer or director who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was an officer or director of the Corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that an officer or director of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection (1) or subsection (2) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

(4) Any indemnification under subsection (1) or subsection (2) above, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer or director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (1) or subsection (2) above. Such determination shall be made:

a. By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

b. If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; or

c. By independent legal counsel:

1. Selected by the board of directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or

2. If a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate).

(5) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (4)(c) above shall evaluate the reasonableness of expenses and may authorize indemnification.

(6) Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article.

(7) Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ARTICLE VIII**  
**Dissolution**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision 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 organizations under section 501(c)(3) of the Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in the county in which the principal office of the Corporation is 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.

AUDIT NO. H08000171835 3

**CERTIFICATE**

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Life Skills Center -- Lee County, Inc. (1) contain amendments that do not require member approval, (2) were approved by the directors on June 24, 2008, and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 24 day of June 2008.

Life Skills Center -- Lee County, Inc.

By: Robert Paul Cochrane  
Name: Robert Cochrane  
Title: President