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NEW JOURNEYS TRANSITIONAL HOME, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

NEW JOURNEY TRANSITIONAL HOME, INC.

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TALLAHASSEE FLORIDA

The undersigned, pursuant to the provisions of Florida Statutes Sections 617.1006, and 617.1007 of the Florida Not For Profit Corporation Act, adopts the following Amended and Restated Articles of Incorporation of **NEW JOURNEY TRANSITIONAL HOME, INC.**, a not for profit corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on July 17, 2006 (the "Corporation"), and confirms that such Amended and Restated Articles of Incorporation were duly adopted by the members of the Board of Directors of the Corporation on February 27, 2007:

Article I. NAME

The name of this corporation is **NEW JOURNEY TRANSITIONAL HOME, INC.**

Article II. ENABLING LAW

This Corporation is organized pursuant to the Florida Not For Profit Corporation Act (the "Act"), as set forth at Chapter 617 of the Florida Statutes.

Article III. PURPOSE

A. The Corporation is organized exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private 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 tax exempt purposes set forth in these Articles. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of the Corporation and applicable laws,

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Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any of the above statements of purpose and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of the Corporation.

Article IV. MEMBERSHIP

Membership in the Corporation shall be open to any person, family, corporation or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Directors. Admission to membership in the Corporation shall be by a majority vote of the Board of Directors. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of the Corporation.

Article V. MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, as provided in the Bylaws. The Board of Directors

Article VI. BOARD OF DIRECTORS

The Board of Directors shall be composed of members who shall be elected or appointed as set forth in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however, the number of Directors shall not be less than one.

Article VII. DISSOLUTION


The Corporation shall be dissolved and its affairs concluded by a majority of the Corporation's Board of Directors. 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 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 public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing amendments were adopted on February 27, 2007 by the unanimous consent of the members of the Board of Directors of the Corporation. The Corporation has no

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members and only the consent of the Board of Directors is required to adopt these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation of the Corporation are hereby executed on this 28th of February, 2007.

By: 
Name: Sheila LADDICK
Title: DIRECTOR

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