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BASIC AMENDMENT

JEWISH FAMILY AND COMMUNITY SERVICES, INC.

Certificate of Status	0
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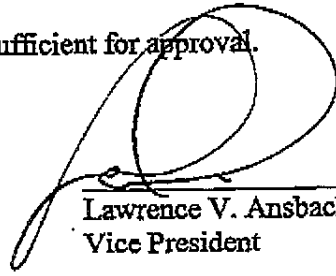
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Corporate Filing

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CERTIFICATE

The Amended and Restated Articles of Incorporation of Jewish Family and Community Services, Inc. were adopted by a unanimous vote of the Members present at their February 14, 2001 meeting, which vote was sufficient for approval.



Lawrence V. Ansbacher,  
Vice President

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**JEWISH FAMILY AND COMMUNITY SERVICES, INC.**  
**A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I**  
**CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this Corporation is Jewish Family and Community Services, Inc. The principal office of this Corporation is in Jacksonville, Florida. The mailing address of this Corporation is 3601 Cardinal Point Drive, Jacksonville, Florida 32257.

**ARTICLE II**  
**CORPORATE NATURE**

This is a nonprofit Corporation, organized solely for educational, religious and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**  
**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE IV**  
**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this Corporation is formed are:

A. To strengthen the community by providing vital family and individual services to anyone, without precondition or prejudice, in a manner rooted in the Jewish tradition of helping people help themselves.

B. To collect, receive, accept, hold, invest, and accumulate monies, securities, lands, buildings, and property of all kinds for the general uses of the said Corporation, and to expend the funds in its hands from time to time in carrying out the purpose hereinafter set forth.

C. To engage solely in religious, charitable, and educational pursuits, including for such purposes the making of distributions of funds received and collected by it, to or for the use of the following:

- (1) To further those goals as set forth in this Article IV, General and Specific Purposes.
- (2) To the United States, any State, Territory or any

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political subdivision thereof or the District of Columbia, or any possession of the United States, for exclusively public purposes.

- (3) To such other corporations, trusts, community chests, funds or foundations which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

D. To operate as a nonprofit corporation exclusively for religious, charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private member or disqualified individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate in or intervene in any manner whatsoever in any political campaign on behalf of any candidate for public office.

E. Exclusively for the furtherance of the purposes herein set forth, the Corporation shall have the power to purchase and otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of property of any nature or description, to borrow or solicit for the furtherance of its purposes, and to do any other acts or things necessary and proper to effectuate the aforesaid purposes or any of them which would not violate its status under 501(c)(3) of the Code.

#### ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be a minimum of three (3) persons, provided, however, that such number may be increased or decreased by a By-law duly adopted by the Members so long as such number shall not be less than three (3) persons. The duties of the Directors shall be regulated by the By-laws of this Corporation.

The Board of Directors shall hold office until the annual meeting of Members at which time an election of Directors shall be held.

Directors shall serve the length of term as set forth in the By-laws and until the qualification of the successors in office. Annual meetings of the Board of Directors shall be held in June of each year, or at such other time as the Board of Directors may designate from time to time by resolution.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Secretary-Treasurer, and such other officers as the By-laws of this Corporation may authorize the Directors to elect from time to time. Such officers shall be elected at the annual meeting of the Board of Directors.

ARTICLE VI  
EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 purposes set forth in Article IV hereof.

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 the publishing or distribution of statements) any political campaign on 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 any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII  
DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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), ("Exempt Organization") as the Board of Directors shall determine. Funds received by the Corporation and designated to or for a particular Exempt Organization shall be disposed of, to the extent the Board of Directors shall be able, by distribution to such designated Exempt Organization. Any such assets not so disposed of to an Exempt Organization shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
MEMBERSHIP

The qualification to be a Member of the Corporation and the manner in which a person shall be admitted as Member of the Corporation shall be regulated by the By-laws of this Corporation.

ARTICLE IX  
INCORPORATORS

The names and residence addresses of the Incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
David Davis	Jacksonville, Florida
Julius Hirschberg	Jacksonville, Florida
Neal Finkelstein,	Jacksonville, Florida
Simon Benjamin	Jacksonville, Florida
Marcus Endel	Jacksonville, Florida
A. B. Weil	Jacksonville, Florida
Joel Richards	Jacksonville, Florida
Mrs. A. S. Berlack	Jacksonville, Florida
L. L. Kaplan	Jacksonville, Florida
Henry Herzenberg	Jacksonville, Florida

ARTICLE X  
REGISTERED AGENT

The registered office for the Corporation shall be Belfort Road South Professional Park, 5150 Belfort Road, Building 100, Jacksonville, Florida, 32256-6010 and the registered agent at such office shall be Lawrence V. Ansbacher.

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 following the procedure set forth therefor in the By-laws.

ARTICLE XII  
DEDICATION OF ASSETS

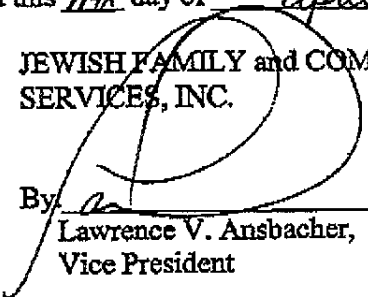
The property of this Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee or officer thereof, or to the benefit of any private individual.

ARTICLE XIII  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote as set forth in the By-laws of this Corporation.

Executed by the undersigned this 11<sup>th</sup> day of April, 2001.

JEWISH FAMILY and COMMUNITY  
SERVICES, INC.

By   
Lawrence V. Ansbacher,  
Vice President

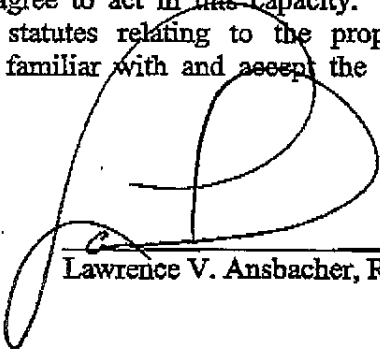
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Jewish Family and Community Services, Inc.
2. The name and address of the register agent and office is:

Lawrence V. Ansbacher  
5150 Belfort Road  
Building 100  
Jacksonville, Florida 32256

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Lawrence V. Ansbacher, Registered Agent