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ARTICLES OF AMENDMENT
AND
RESTATEMENT
OF
ASSOCIATION FOR RETARDED CITIZENS OF FLORIDA, INC.

DOCUMENT NUMBER 705008

Pursuant to the provisions of sections 617.1002 and 617.1007, Florida Statutes, Association for Retarded Citizens of Florida, Inc., a Florida corporation not for profit, adopts the following amendment and restatement to its Articles of Incorporation; as follows:

(1) The current name of the corporation is Association for Retarded Citizens of Florida, Inc.

(2) The provisions of the articles amended are as follows:

Article I (amended)
Article II (amend)
Article III (amended)
Article IV (amended)
Article V (amended)
Article VIII (amended)
Article X (amended)
Article XI (amended)

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and are adopted and restated to read as contained on the attached Restated and Amended Articles of Incorporation. Articles VII and VIII on the attached Restated and Amended Articles of Incorporation are added.

(3) The restatement and amendment of the Articles of Incorporation required member and Board of Director approval.

(4) The amendment and restatement was approved by the members and Board of Directors, which adopted such on March 24, 2005. The number of votes cast for this amendment and restatement by the members and Board of Directors was sufficient for approval.



**RESTATED and AMENDED
ARTICLES OF INCORPORATION**

Pursuant to the provisions of sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation adopts the following restatement and amendment to the articles of incorporation adopted July 22, 1965.

This Restated and Amended Articles of Incorporation, dated March 24, 2005, shall supersede all prior editions.

**ARTICLE I
CORPORATE NAME/OFFICE/REGISTERED AGENT**

Section 1 The name of the corporation shall remain ASSOCIATION FOR RETARDED CITIZENS OF FLORIDA, INC. (hereinafter the "Association"), also doing business as "arc/florida."

Section 2 The principal office and mailing address of the Association shall be:
2898 Mahan Drive
Suite 1
Tallahassee FL 32308.

Section 3 The registered agent is John Hall, whose office for acceptance of service of process is:
2898 Mahan Drive
Suite 1
Tallahassee FL 32308.

**ARTICLE II
CORPORATE PURPOSE**

Section 1 This Association is a non-profit organization.

Section 2 This Association shall be non-sectarian and non-political and shall concern itself with matters of interest to persons who have mental retardation/intellectual disabilities and other developmental disabilities, which shall include in addition, but not be limited to, their family members, and health care practitioners, facilities and providers who deliver health care services and other services to such persons.

Section 3 The Association is committed to:

- A) Acquiring, engaging in and promoting comprehensive habilitative and health care programs and carrying out all activities incident thereto;
- B) Promoting for all people with mental retardation/intellectual disabilities and other developmental disabilities, and the opportunity to choose and realize their goals of where and how they learn, live, work and access leisure activities;

C) Reducing the incidence and limiting the consequences of mental retardation/intellectual disabilities and other developmental disabilities through education, awareness, research, advocacy, and the support of families, friends and community;

D) Engaging in activities which not-for-profit corporations may engage in, to the extent permitted under the provisions of Chapter 617, Florida Statutes.

Section 4 The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 5 The Association shall operate for the promotion of social welfare within the meaning of Section 501(c)(3) of the United States Internal Revenue Service.

ARTICLE III MEMBERSHIP

Voting membership shall be open to affiliated chapters that have been accepted as members of the Association, located in the State of Florida, subject to the rules and standards set forth in the By-Laws of the Association. Non-voting membership may be awarded to other categories of persons or entities pursuant to the By-Laws of the Association.

ARTICLE IV PERPETUAL EXISTENCE

This Association shall exist perpetually.

ARTICLE V MANAGING BODY; SELECTION OF BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors of not less than five (5) persons. The number, title, term, qualifications, nomination and election of directors shall be fixed by the By-Laws of the Association.

ARTICLE VI AMENDMENTS

Amendments to these Restated Articles of Incorporation shall be in accordance with the provisions of section 617.1002, Florida Statutes (2004). Amendments may also be adopted by written consent pursuant to the procedures set forth in the bylaws. The members entitled to vote on amendments to these Articles and the percentage votes required shall be as set forth in the Bylaws.

ARTICLE VII DISSOLUTION

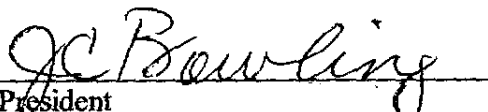
In the event of the dissolution of the Association, after making provision for payment of all of the liabilities of the Association, all of the remaining assets of the Association shall be distributed to such other organization or organizations as are organized and operated exclusively for the promotion of social welfare and qualified as exempt organizations under sections 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law then in effect, and as shall be determined by the Board of Directors of the Association.

**ARTICLE VIII
LIMITATIONS**

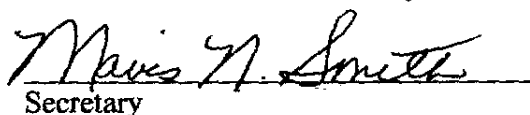
Section 1 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

Section 2 No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 3 Notwithstanding any other provision of these Articles, the Association shall not carry on any 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, as amended (or the corresponding provision of any future United States Internal Revenue Law).



President

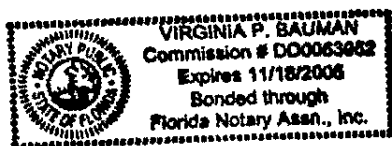


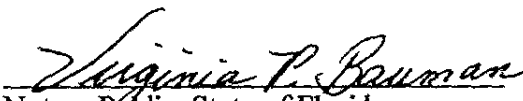
Secretary

State of Florida
County of Lake

BEFORE ME, the undersigned authority, personally appeared J.C. Bowling, as President and Mavis Smith as Secretary of Association for Retarded Citizens of Florida, Inc. a not for profit corporation, to me known to be the persons who executed the foregoing Restated Articles of Incorporation, and acknowledged, swore and subscribed to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of April, 2005.





Notary Public, State of Florida
My Commission Expires: 11/18/06