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DEAN MEAD ORLANDO

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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE RUSSELL HOME FOR ATYPICAL CHILDREN

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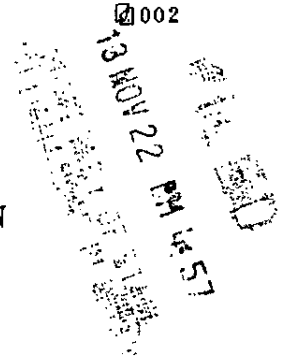
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*Amended*

*Revised*

*Art*



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**THE RUSSELL HOME FOR ATYPICAL CHILDREN, INC.**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be The Russell Home for Atypical Children, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 510 W. Holden Avenue, Orlando, FL 32839, and the mailing address of the Corporation is 510 W. Holden Avenue, Orlando, FL 32839.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing room, board and care of special needs children and adults.

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B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

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**ARTICLE IV - ORIGINAL SUBSCRIBERS**

The original subscribers to the Articles of Incorporation of the Corporation on March 26, 1964, are as follows:

Mrs. J. S. Russell  
Mr. George A. Snelling  
Reverend E. J. Pendergrass  
Mr. Charles J. Collins, Jr.

**ARTICLE V - NO MEMBERS**

The Corporation shall have no members.

**ARTICLE VI - BOARD OF DIRECTORS**

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected by the Board of Directors of the Corporation in the manner and for the terms as provided in the Bylaws. The number of directors shall be at least three (3) persons and no more than fifteen (15) persons, as established from time to time in accordance with the Bylaws.

**ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE VIII - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

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**ARTICLE IX - AMENDMENTS TO**  
**ARTICLES OF INCORPORATION AND BYLAWS**

These Articles of Incorporation or the Bylaws of the Corporation may be amended, repealed or altered, in whole or in part, by a vote of two-thirds of the members of the Board of Directors this Corporation present at a meeting of the Board of Directors of the Corporation at which a quorum is present, provided that written notice of the proposed amendments shall have been provided to all of the members of the Board of Directors at least two (2) weeks prior to the meeting.

**ARTICLE X - DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of director, officer or other private person, other than as reasonable payment for services rendered by such person.

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IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 4<sup>th</sup> day of September, 2013.

THE RUSSELL HOME FOR ATYPICAL  
CHILDREN, INC.


By:

Vantrease Blair  
Vantrease Blair, President

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CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The Amended and Restated Articles of Incorporation of The Russell Home for Atypical Children, Inc. contain amendments to the Articles of Incorporation that require member approval.
2. The amendments to the Articles of Incorporation were adopted by the members of the Corporation on September 4, 2013, and the number of votes cast for the amendment was sufficient for approval.

  
Vantrease Blair, President