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BASIC AMENDMENT

THE CHILDREN'S HOME SOCIETY OF FLORIDA

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Amended & Resubmitted

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 11, 2003

THE CHILDREN'S HOME SOCIETY OF FLORIDA
1485 S. SEMORAN BLVD
SUITE 1448
WINTER PARK, FL 32792

SUBJECT: THE CHILDREN'S HOME SOCIETY OF FLORIDA
REF: 707262

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

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" FAX - 8 pages "

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE CHILDREN'S HOME SOCIETY OF FLORIDA
A Corporation Not For Profit

1.1 The name of the corporation (which is hereinafter sometimes called
"Corporation") is:

THE CHILDREN'S HOME SOCIETY OF FLORIDA,
Whose address is

1485 South Semoran Boulevard
Suite 1448
Winter Park, Florida 32792

The principal office of the Corporation shall be in Orange County, Florida, with
offices at such other places in Florida as may be deemed necessary by the Corporation to
carry out its purposes.

1.2 The general nature of the objects of the Corporation, and the purposes for which
the Corporation is organized, and the objects to be carried on and performed by it, are as
follows:

- (1) (a) To provide social services to children and parents in the State of Florida
and engage in services and activities related thereto and to provide social
services to the community where such services are needed and are
authorized by the State Board of Directors; and
- (b) To receive from persons, firms and corporations, by way of gift, donation,
devise or bequest, or, in any other manner, charitable donations and
contributions of monies, stocks, bonds, mortgages, notes and other

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securities of all kinds and descriptions, real estate, buildings, and all other kinds of property, real, personal or mixed, of whatsoever nature; and

(c) To hold and manage all such property coming into its hands, and to invest and reinvest the proceeds thereof, and to collect the income and profits therefrom arising, and to use, expend, pay out, disburse, donate, assign, transfer and otherwise dispose of said property or the income therefrom arising.

(2) Exclusively in the furtherance of the above purposes, said Corporation shall have the following powers:

- (a) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade-names, trade-marks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder;
- (b) To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or associate, now or hereafter existing, and whether created by or under the laws of the State of Florida or otherwise, and while owner of any of said shares of capital stock or bonds, or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time in the same extent as natural persons might or could do;
- (c) To borrow or solicit money for furtherance of the corporate purposes;

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- (d) In the event that any gift, conveyance, transfer, settlement, devise or bequest is made for a designated restricted purpose, and if such restricted purpose is within the purview of the corporate powers herein, the Board of Directors may accept and expend such funds or property for the designated purposes. However, the Corporation reserves the right to decline any gift, conveyance, transfer, settlement, devise or other bequest that the Corporation deems inappropriate or undesirable for any reason;
- (e) To purchase, sell, mortgage, lease, improve and deal in real estate and personal property wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of any kind and description;
- (f) To do all other acts and things which may, in the discretion of the Board of Directors be calculated to further the above purposes, and to that end to organize and maintain other charitable, religious or educational institutions or agencies; provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and provided further that the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; and
- (g) To have and exercise any and all corporate powers granted by the laws of Florida, including, but not limited to, those stated in section 617.0302, Florida Statutes.

1.3 The qualification of board members and the manner of their admission are as shall be provided by the By-laws of the Corporation.

1.4 The term for which the Corporation is to exist shall be perpetual.

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1.5 The affairs of the Corporation are to be managed by a Board of Directors consisting of not less than fifteen (15) members and not more than twenty-four (24) voting members, who shall be appointed as set forth in the By Laws of The Children's Home Society of Florida. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

1.6 The officers of the Corporation shall be as set forth in the By Laws of The Children's Home Society of Florida.

1.7. The By-laws of the Corporation are to be made, altered, or rescinded by the Board of Directors.

1.8 The Corporation shall indemnify its officers, directors, managers, trustees, employees and agents to the fullest extent permitted by Sections 617.0831 and 607.0850, Florida Statutes, and any other provisions of law which may be applicable, as such statutory sections and provisions of law may be amended from time to time.

1. 9 Amendments to these Articles of Incorporation shall be subject to adoption by the Board of Directors at any special, regular or annual meeting of the Board of Directors. Written notice of any proposed amendment shall be given to the members of the Board of Directors at least sixty days prior to any such special, regular or annual meeting of the Board of Directors. A two-thirds majority of all directors then holding office shall be necessary to adopt any amendment to these Articles of Incorporation.

1. 10 In the event of the dissolution of the Corporation all of its assets remaining after payment of costs of such dissolution shall be distributed to organizations exempt from federal income tax under the provisions of 1954 Internal Revenue Code section 501(c) 3 as they now exist or may hereafter be amended, changed, modified or supplemented, and

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none of the assets will be distributed to any member, officer or director of the Corporation.

1.11 ADOPTION: The foregoing Amended and Restated Articles of Incorporation of The Children's Home Society of Florida were adopted on November 7, 2003 by the Board of Directors of the Corporation in the manner provided by Article 1.9

1.12 REGISTERED AGENT AND OFFICE: The address of the registered office of the Corporation is 1485 South Semoran Boulevard, Suite 1448, Winter Park, Florida 32792, and the name of the registered agent at such address is David A. Bundy.

1. 13. AFFIDAVIT

The undersigned Chairman of the Board of Directors and Secretary of The Children's Home Society of Florida, a Florida corporation not for profit, do hereby further certify that the foregoing is a true and correct copy of the Amended and Restated Articles of Incorporation of The Children's Home Society of Florida duly approved by the Board of Directors of said Corporation after due notice, a quorum being present, on the 2nd day of December, 2003. ~~The Corporation has no members.~~

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of said Corporation, this 7th day of November, 2003.

THE CHILDREN'S HOME SOCIETY OF FLORIDA

By

David A. Bundy
David A. Bundy

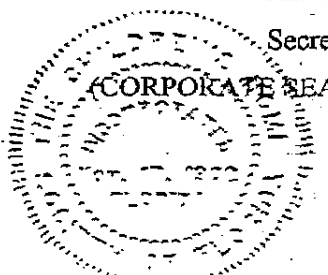
President and CEO

Attest:

James E. Patrick
James E. Patrick

Secretary

(CORPORATE SEAL)



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STATE OF FLORIDA

: SS.

COUNTY OF ORANGE

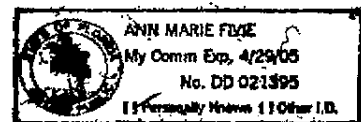
Before me, the undersigned authority, personally appeared David A. Bundy and James E. Patrick, respectively, to me well known and known to me to be the President and CEO and Secretary, respectively, of The Children's Home Society of Florida and acknowledged they executed the foregoing Amended and Restated Articles of Incorporation of The Children's Home Society of Florida, a corporation not for profit, as such officer, for and on behalf of said corporation, after having been duly authorized to do so, and each verified that the foregoing statements are true and correct.

WITNESS my hand and official seal in the County and State aforesaid, this 1st day of Nov, 2003.

Ann Marie Figue

Notary Public, State of Florida at Large.

My Commission expires 4/29/05



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