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Buchanan Ingersoll & Rooney PC

No. 1290 Page 1 of 2

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOLEY CENTERS, INC.**

A Florida Not For Profit Corporation

Pursuant to Section 617.1007 of the Florida Statutes, Boley Centers, Inc., a Florida not for profit corporation, adopts the following Amended and Restated Articles of Incorporation ("Articles of Incorporation").

ARTICLE I

NAME

The name of the corporation is Boley Centers, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is as follows:

Boley Centers, Inc.
445 31st Street North
St. Petersburg, FL 33701

ARTICLE III

PURPOSES AND POWERS

Section 3.1 The Corporation shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation shall have no power to act in a manner that is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continue to qualify, as a Corporation described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the Corporation's specific purposes shall be as follows:

(a) To operate community-based rehabilitation and treatment services and facilities for individuals seeking the skills and supports necessary for living independent, productive lives. The Corporation operates as an established and progressive organization which takes pride in providing our community with a

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comprehensive array of the highest quality services. We are dedicated to the development and enrichment of those we serve.

(b) To make charitable donations to any corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor legislation;

(c) To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

(d) To utilize its assets and resources in furtherance of the foregoing objectives.

Section 3.2 Without limiting the generality of the foregoing, the Corporation shall be operated consistent with the following:

(a) The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. 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 individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization, and to make such lawful payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

(b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in violation of any provisions applicable to the corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 In order to carry out its purposes, the Corporation shall have all the powers set out in the Florida Not For Profit Corporation Act, as now in effect or as subsequently amended (the "Act"), except as may be limited by these Articles of Incorporation and Bylaws of the Corporation.

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ARTICLE IV

MEMBERSHIP

Boley-PAR, Inc., a Florida not for profit corporation ("Boley-PAR"), is the sole member of the Corporation. As such, Boley-PAR shall have and exercise certain rights and reserved powers related to the Corporation as are specifically set forth in the Corporation's Bylaws, these Articles of Incorporation and under applicable Florida law. Action by the Corporation shall not be taken until Boley-PAR shall have exercised its rights and reserved powers to the extent required under the Corporation's Bylaws, as amended from time to time.

ARTICLE V

BOARD OF DIRECTORS

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI

OFFICERS

The business and affairs of the Corporation shall be managed by a President, Secretary and Treasurer and such other officers as may from time to time be appointed from time to time in accordance with the Corporation's Bylaws.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 445 31st Street North, St. Petersburg, Florida 33713. The name of the registered agent at that office is Gary MacMath.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS

Subject to any approvals described in the Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation and after the payment and discharge of all liabilities and obligations and compliance with all other legal requirements, the net assets of the Corporation shall be distributed, pursuant to a plan of distribution of assets approved by the Member and Board of Directors to one or more corporations, trusts, funds, or other organizations which at the time are organizations described in Section 501(c)(3) of the Code (or the corresponding provisions

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of any future federal tax code) and have purposes closely aligned with those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation shall be amended only by action taken by the Member in accordance with the Bylaws of the Corporation.

No Member approval is required in connection with the amendments set forth in these Articles of Incorporation. The Board of Directors adopted these Articles of Incorporation and the number of votes cast in favor of these amendments was sufficient for approval.

These Articles of Incorporation shall be effective July 1, 2015 at 12:01 a.m.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation this 25 day of June, 2015.

Boley Centers, Inc.

By: 

Name: Gary MacMath

Title: President & CEO

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