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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
NEW BIRTH CORPORATION, INC.

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March 29, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NEW BIRTH CORPORATION, INC.
C/O JEFFERSON P. ROGERS
316 FAIRFAX DRIVE
DAYTONA BEACH, FL 32119

SUBJECT: NEW BIRTH CORPORATION, INC.
REF: 759957

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Irene Albritton
Regulatory Specialist II

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Letter Number: 411A00007512

RECEIVED
11 APR -4 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW BIRTH CORPORATION, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

NEW BIRTH CORPORATION, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that:

ONE: The Corporation filed its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida on March 22, 2010 (the "Current Charter").

TWO: There are no members of the Corporation entitled to vote on a proposed amendment to the Current Charter.

THREE: The Board of Directors of the Corporation approved the Second Amended and Restated Articles of Incorporation, as set forth below, on March 23, 2011.

FOUR: The Current Charter is hereby amended and restated to read as follows:

**ARTICLE I.
CORPORATE NAME**

The name of the Corporation is New Birth Corporation, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is: 316 Fairfax Drive, Daytona Beach, FL 32119.

**ARTICLE III.
STATEMENT OF PURPOSE**

The specific purposes for which the Corporation is organized are:

- (i) To operate for the advancement of racial equality, human rights, justice and social reform and for other charitable purposes, by the distribution of its funds for those purposes; and
- (ii) For any other charitable purpose consistent with the provisions of this Article III.

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ARTICLE IV.
DIRECTORS

The Corporation shall have no members. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as provided in the Bylaws of the Corporation. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapters 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The reconstituted Board of Directors of the Corporation shall consist of those individuals whose names and addresses are set forth below, which individuals shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Director 1

Jefferson Rogers
316 Fairfax Drive
Daytona Beach, FL 32119

Director 2

Mary Grace Rogers
316 Fairfax Drive
Daytona Beach, FL 32119

Director 3

Sidney R. Smith, Jr.
700 Spring Avenue
Ridgewood, NJ 07450

Director 4

George Bundy Smith, Sr.
549 West 123rd Street
New York, NY 10027

Director 5

Inez Smith Reid
7405 14th Street, NW
Washington, DC 20012

Director 6

Verna Robinson
1737 Varnum Street, NW
Washington, DC 20011

Director 7

Gene S. Tinnie
74 N.W. 51st Street
Miami, FL 33127-2114

Director 8

Leonard Nance
Stetson University
DeLand, FL

ARTICLE V.
REGISTERED AGENT AND OFFICE

The name and address in the State of Florida of the registered agent for service of process is:

Registered Agent: Jefferson P. Rogers
Registered Office: 316 Fairfax Drive, Daytona Beach, FL 32119.

ARTICLE VI.
IRC REQUIREMENTS

- A. The Corporation shall be operated exclusively as a nonprofit corporation for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC").
- B. 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 III hereof. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII.
DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of or be distributable to any of its directors, officers or other private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

IN WITNESS WHEREOF, New Birth Corporation, Inc. has caused this Second Amended and Restated Articles of Incorporation to be signed by its Secretary this 23rd day of March 2011.

NEW BIRTH CORPORATION, INC.

By: Leonard Nance
Name: Leonard Nance
Title: Secretary