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Tavares, FL 32778

JERRI A. BLAIR

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June 22, 2001

Secretary of State
Amendment Division
P.O. Box 6327
Tallahassee, FL 32314

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Re: Florida Foundation for the Defense of Children, Inc.

Dear Sir:

Enclosed for filing is the Amended and Restated Articles of Incorporation of Florida Foundation for the Defense of Children, Inc. I have enclosed my firm check in the amount of \$52.50 for the filing fee and two (2) certified copies. Please return the copies to me in the envelope provided.

Thank you for your assistance.

Respectfully yours,

Jerr A. Blair

JAB/vgv

Enclosures

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FILED
01 JUN 27 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS JUL 2 2001

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA FOUNDATION FOR THE DEFENSE OF CHILDREN, INC.
(A Corporation not for profit)

FILED
01 JUN 27 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, do hereby certify:

ARTICLE I. NAME.

The name of the corporation shall be Florida Foundation for the Defense of Children, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be 351 West Alfred Street, Post Office Box 130, Tavares, Florida 32778.

ARTICLE III. DURATION.

The term of existence of the Corporation is perpetual.

ARTICLE IV. PURPOSES.

The Corporation is organized exclusively for charitable and educational purposes, and for the purpose of prevention of cruelty to children, within the meaning of Section 501(c)(3) of the Internal Revenue Code. These purposes may include the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. ACTIVITIES.

Activities of the Corporation shall be limited to those activities allowable by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law. These activities, consistent and conforming with its stated purposes, shall include:

1. The provision of legal representation or advocacy services, for individuals who have been harmed, or are at risk of harm, due to the acts or omissions of public agencies responsible for their care.
2. The promotion of accountability and necessary operational reforms within governmentally managed or funded systems of care, through activities facilitating community awareness, education, advocacy, participation and oversight.

3. The provision of program development assistance and continuing support to the private sector, towards the development of family-centered, cost-effective programs for the care, treatment, education and protection of Florida's citizens.

The corporation shall have the powers to act, independently or in cooperation with others, either directly or indirectly, in any and all lawful acts for the furtherance of any or all of the purposes for which the Corporation is formed. The Corporation may aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

ARTICLE VI. PROHIBITED ACTIVITIES.

1. This Corporation is organized exclusively for charitable and educational purposes, and for the purpose of prevention of cruelty to children, and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures the benefit of, its directors or officers except to the extent permitted under the Florida Not-for-Profit Corporation Act.

2. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

3. 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 any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII. MANNER OF ELECTION OF DIRECTORS.

Directors of this corporation shall be elected and maintained in a manner consistent with the bylaws of the corporation.

ARTICLE VIII. MEMBERSHIP.

The Corporation shall not have or issue stock, and shall have no members.

ARTICLE IX. DISSOLUTION.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of Lake County, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. REGISTERED AGENT.

The name and address of the registered agent is:

Jerri A. Blair, P.A.
351 West Alfred Street
Post Office Box 130
Tavares, Florida 32778

ARTICLE XI. INCORPORATOR.

The name and address of the Incorporator to these Articles of Incorporation is:

Jeffrey A. Heyne
105 N. Blake Street
Pierson, Florida 32180

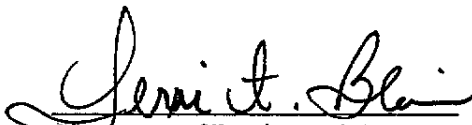
ARTICLE XII. INITIAL DIRECTORS.

The initial Directors of the Corporation shall be:

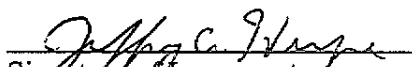
<u>Name</u>	<u>Office</u>	<u>Address</u>
Stan Bainter	President	36811 North CR 44A Eustis FL 32736
Robert E. Short	Vice President/Secretary	1850 Lake Terrace Drive Eustis, FL 32726
Stephen Wise	Board Member	4361 Charleston Lane Jacksonville FL 32210-7374

The date of the adoption of the amendment was April 30, 2001.

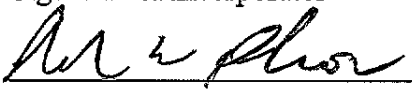
There are no members entitled to vote on the amendment. The amendment was adopted by the board of directors.


Signature of Registered Agent

62101
Date


Signature of Incorporator

62101
Date


Signature of Authorized Officer

62101
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered

agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James L. B.
Signature of Registered Agent

6-22-01
Date

Jeffrey A. Heinke
Signature of Incorporator

6-22-01
Date

Robert E. Short
Signature of Authorized Officer

6-22-01
Date

Robert E. Short/Vice President/Secretary
Name/ Title of Authorized Officer

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