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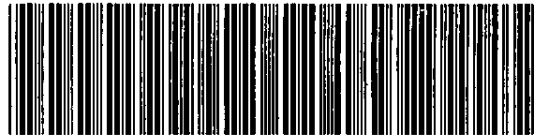
(Business Entity Name)

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TALLAHASSEE, FLORIDA  
10 JUN 10 10 PM 1:06

Amended / CC  
Restated  
@ 6/10/10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 20, 2010

FORD & HARRISON LLP  
% JOHN DUVALL  
225 WATER ST., STE. 710  
JACKSONVILLE, FL 32202

SUBJECT: FAMILY SUPPORT SERVICES OF NORTH FLORIDA, INC.  
Ref. Number: N01000003395

We have received your document for FAMILY SUPPORT SERVICES OF NORTH FLORIDA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 610A00012762

**CERTIFICATION CONCERNING THE ADOPTION  
OF THE AMENDED AND RESTATED ARTICLES  
OF INCORPORATION OF FAMILY SUPPORT SERVICES  
OF NORTH FLORIDA, INC., A FLORIDA NONPROFIT CORPORATION**

I HEREBY CERTIFY that on May 14, 2010, the Board of Directors of Family Support Services of North Florida, Inc., a Florida nonprofit corporation, unanimously adopted the Amended and Restated Articles of Incorporation of Family Support Services of North Florida, Inc., as attached hereto as Exhibit A. It was the stated intent of the Board of Directors that the Amended and Restated Articles of Incorporation are to be effective upon the date of their filing with the Florida Department of State. There are no members of the Corporation. The Board of Directors manages the affairs of the Corporation.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

Philip Mobly

Chair of the Board of Directors of Family Support Services of  
North Florida, Inc., a Florida nonprofit corporation

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAMILY SUPPORT SERVICES OF NORTH FLORIDA, INC.**

The undersigned hereby files these Amended and Restated Articles of Incorporation of Family Support Services of North Florida, Inc., a Florida not for profit corporation (the "Corporation") with the Florida Department of State. These Articles shall be effective upon filing with the Florida Department of State.

**ARTICLE I  
NAME AND ADDRESS**

The name of this Corporation shall be **Family Support Services of North Florida, Inc.** The mailing and street address of the Corporation is 4057 Carmichael Avenue, Suite #101, Jacksonville, Florida 32207.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 1. Purposes.** The Corporation is a not for profit corporation organized under Chapter 617, Florida Statutes. The Corporation shall be operated exclusively for charitable purposes, including, without limitation, the following:

- (a) Placing children with Foster families;
- (b) Providing prevention services to families which will help keep children from coming into Foster Care;
- (c) Facilitating adoptions of children already placed in Foster Care; and
- (d) Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or under a corresponding provision of any subsequent federal tax law.

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**Section 2. Other Activities.** Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

**Section 3. Powers and Limitations on Activities.** The Corporation shall have all the powers of a not-for-profit corporation under the laws of the state of Florida. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 this Article III. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1986, or (b) by a corporation described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

**Section 4. Dissolution.** Upon the dissolution of the Corporation, the Board shall pay all liabilities of the Corporation and shall distribute the remaining assets to the Florida Department of Children and Families, with the understanding that any funds shall be used in the local Northeast Florida community to provide funding for the types of programs currently provided by the Corporation.

#### **ARTICLE IV**

#### **MANAGEMENT OF CORPORATE AFFAIRS ASSIGNED TO THE BOARD OF DIRECTORS**

The business affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than twelve (12) but not more than twenty-four (24) persons. The terms of office of the Directors, the manner of their election, and their voting rights shall be stated in the Bylaws. The members of the Corporation shall be comprised of the members of the Board of Directors.

The Board of Directors shall generally be representative of the diverse elements of the community served by the programs of the Corporation with regard to race, religion, sex, age, occupation, interests, and place of residence.

The Board of Directors shall elect all Officers in accordance with these Articles and the Bylaws.

All Directors and Officers of the Corporation shall be indemnified from any personal liability incurred as a consequence of the exercise of official duties on behalf of the Corporation to the maximum extent permitted by Florida law. Further, the Corporation shall defend any claim asserted against any Director or Officer as a consequence of the exercise of official duties on behalf of the Corporation.

## **ARTICLE V DIRECTORS**

**Section 1. Removal of Directors.** The Directors shall have the authority to remove any of the Directors, with or without cause.

**Section 2. Voting.** A quorum of the Board shall consist of the greater of seven (7) voting Directors or one-third ( $\frac{1}{3}$ ) of the number of voting Directors then serving. The affirmative vote of a majority of the Directors at any meeting at which a quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

## **ARTICLE VI OFFICERS**

The Corporation shall have a Chief Executive Officer who shall serve as the day to day manager of the Corporation. The Executive Committee shall make recommendations to the Board of Directors for the employment of the Chief Executive Officer and the Board of Directors shall select the Chief Executive Officer. The Board of Directors shall have the authority to remove the Chief Executive Officer, with or without cause. The Board of Directors may authorize the Executive Committee to remove the Chief Executive Officer.

## **ARTICLE VII AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended or rescinded by the Board by a two-thirds vote of the Directors present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

## **ARTICLE VIII AMENDMENTS TO BYLAWS**

The Bylaws may be amended at any time by the Board by a majority vote of the Directors present at any special or annual meeting of the Board.

#### **ARTICLE IX PRINCIPAL OFFICE**

The street address and the mailing address of the Corporation's principal office are 4057 Carmichael Avenue, Suite #101, Jacksonville, Florida 32207.

#### **ARTICLE X REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent are JOHN L. DUVALL, 225 Water Street, Suite 710, Jacksonville, Florida 32202.

#### **ARTICLE XI ACTIONS REQUIRING THE BOARD OF DIRECTOR'S CONSENT**

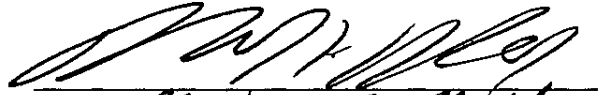
The Corporation may not take any of the following actions without obtaining the advance written consent of two-thirds of the Directors:

- (a) the opening or closing of any of the Corporation's offices.
- (b) the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- (c) the sale or other transfer of all, or substantially all, of the assets of the Corporation.
- (d) the Corporation's merger with, or acquisition of, any other entity.
- (e) the termination of the activities or dissolution of the Corporation.
- (f) the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been duly approved on May 14, 2010.

Name: Philip L. Mobley

As Chairman, Board of Directors

A handwritten signature in black ink, appearing to read "Michael E. Mullen", written over a horizontal line.

Name: Michael E. Mullen  
As Secretary

00634577  
Jacksonville:40735.1



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Name: \_\_\_\_\_

*Philip J. Mobley*

As Chairman, Board of Directors

  
Name: Michael C. Mullen  
As Secretary

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Jacksonville:40735.1