

NO 100000 4762
CLIFTON H. RODRIGUEZ, C.P.A., C.I.A.
Certified Public Accountant & Management Consultant

Managing Director: Clifton H. Rodriguez, C.I.A.

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July 20th, 2001

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Karen Gibson

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-08/02/01--01042--003
*****35.00 *****35.00

Re: Articles of Amendment-Integrity Place of Broward, Inc.

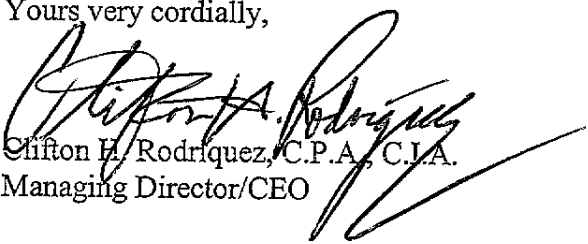
Dear Karen:

We would like to file the following articles of amendment on behalf of our client, **Integrity Place of Broward, Inc.** This amendment to the articles is necessary because the organization decided to apply for its 501(c)(3) letter of determination.

We have enclosed a check in the amount of \$35. Please process the amendments and return them to us as soon as possible.

Your cooperation and promptness in handling this matter would be most appreciated.

Yours very cordially,


Clifton H. Rodriguez, C.P.A., C.I.A.
Managing Director/CEO

cc: Mr. James Braxton
Internal Revenue Service

Enclosure(s)

CHR/tbr

FILED
01 AUG -2 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HRG

AMEND
HRG
8-2
④

ARTICLES OF AMENDMENT

of

INTEGRITY PLACE OF BROWARD, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, James Braxton, Executive Director, Richard Hassler, Director, and Nina V. Harriatte'e, Director of Integrity Place of Broward, Inc., a Florida non-profit corporation, do hereby certify that a meeting of the members of said corporation, duly called and held in the City of Ft. Lauderdale, Florida on May 20, 2001, at which meeting a majority of the members were present in person or by proxy, resolutions as hereinafter set forth were adopted by a majority vote of said members. The number of votes for the amendment was sufficient for approval.

RESOLVED, that Article II is hereby amended to read as follows:

Article II: Nature or Purpose of the Institution

The purpose of the corporation is to engage in any lawful activity permitted by the laws of Florida. The primary function of the corporation is to provide services as specified in Article I of the Bylaws of the organization. The corporation has established goals and objectives, which coincide with its purpose (see bylaws). This corporation shall function as a non-profit corporation in accordance with Florida statutes, and shall operate under the auspices of the 501(c)(3) tax-exempt section of the Internal Revenue Code of 1986. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Article No. XII-Prohibition

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the preceding articles hereof. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the correspondence provisions of any future United States Internal Revenue Law.

Article No. XIII-Dissolution

Upon dissolution of the organization, 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, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES OF AMENDMENT

of

INTEGRITY PLACE OF BROWARD, INC.

Article IX-Conflict of Interest Policy

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board of Directors/Trustees or a committee of said Board thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its asking such person about the contract or transaction, which might reasonably be constructed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by vote of two thirds (2/3) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be constructed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors/Trustees or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Article X-Employment of Board Members

Individuals on the governing board, i.e., Board of Directors/Trustees, that are also employed by **Integrity Place of Broward, Inc.**, will:

1. Be compensated in the capacity as a board member for justifiable expense related to travel and lodging expense, or services rendered in the capacity of Chief Executive Officer only.
2. Remove his/her from the voting process when determining compensation, benefits, etc., in their capacity as an employee.
3. Ensure that all compensation/salaries paid to any employees of the organization will be reasonable for the services rendered and comparable with other like exempt organizations.

ARTICLES OF AMENDMENT

of

INTEGRITY PLACE OF BROWARD, INC.

EXECUTED this 20th day of July, 2001

James G. Braxton
Mr. James Braxton, Executive Director/Director

Nina V. Harriatte'e
Ms. Nina V. Harriatte'e, Director

Richard Hassler
Mr. Richard Hassler, Director