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DIVISION OF CORPORATIONS

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04 JUN -9 PM 3:00

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

Amend & Rest.

C. Coulliette JUN 09 2004

GRAY | ROBINSON
ATTORNEYS AT LAW

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Key West
Lakeland
Melbourne
Orlando
Tallahassee
Tampa

June 8, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find **FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **$35.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

PARTNERSHIP FOR STRONG FAMILIES, INCORPORATED
Document Number: N02000002213

Upon receipt, please date-stamp the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Debbie Frost
Office Administratorl

/dyf
Enclosures

RECEIVED
04 JUN -8 PM 3:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 9, 2004

GRAY ROBINSON
ATTN: DEBBIR FROST
TALLAHASSEE, FL

SUBJECT: PARTNERSHIP FOR STRONG FAMILIES, INC.
Ref. Number: N02000002213

We have received your document for PARTNERSHIP FOR STRONG FAMILIES, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 704A00039030

AMENDED AND RESTATED
OF

PARTNERSHIP FOR STRONG FAMILIES, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED
04 JUN -9 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

This Corporation shall be known as Partnership for Strong Families, Inc. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II

Offices

2.1 Principal Office. The principal office of Partnership for Strong Families, Inc. (the "Corporation") shall be at 315 SE 2nd Avenue, Gainesville, FL 32601.

2.2 Other Offices. The Corporation may have such other offices within or without the State of Florida as the Board of Directors may, from time to time, determine.

2.3 Registered Office and Registered Agent. The registered office of the Corporation is 315 SE 2nd Avenue, Gainesville, FL 32601, and the registered agent is Steven Murphy. The registered office, registered agent, or the address thereof, may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

Purposes

The purposes of the Corporation are to engage in charitable and educational activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers, employees, and/or agents where necessary to carry out the exempt purposes of the Corporation.

Provided however, that: (i) no part of the net earnings of the Corporation shall inure to the benefit of any individual; (ii) no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the Corporation for each taxable year must be distributed at such time and in such manner so as not to subject the Corporation to the tax imposed by Section 4942 of the Code; (v) the Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; (vi) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (vii) the Corporation shall not make any investment in such a manner so as to subject the Corporation to taxation under Section 4944 of the Code or make any taxable expenditure as defined in Section 4945(d) of the Code; and (viii) the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

It is the specific intention of the incorporator that the purposes and application of the Corporation be as broad as permitted by the Florida Not For Profit Corporation Act, Section 617.0301, Florida Statutes, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

The Corporation is not organized or created for any fraudulent purpose or to mislead any creditors but is created for the sole purpose of acting as the lead agency in the privatization of foster care services in accordance with section 409.1671, Florida Statutes.

ARTICLE IV

Membership

The Corporation shall not have members and shall not issue membership certificates.

ARTICLE V

Participating Entities

5.1 Full Participating Entities, as defined from time to time in the Participating Entity Agreement, shall lend or otherwise provide the capital estimated to be required for the operation of the Corporation and shall also provide an Operating Capital Fund to be used by the Corporation in the event of unanticipated cash flow shortages. Capital contributions to the Corporation may be in the form of interest free loans and/or lines of credit. Additional loans or contributions of capital may be required, from time to time, for the continued operations of the Corporation, as may be approved by the unanimous vote of the directors. The terms and conditions of such capital contributions shall be governed by the Participating Entity Agreement.

5.2 The Full Participating Entities shall have the rights and responsibilities, including the right to appoint directors to the Board of Directors, as set forth, from time to time, in the Participating Entity Agreement.

5.3 Should the Participating Entity fail to lend or otherwise contribute its initial capital requirement or to make any subsequent loan or contribution of capital approved by the Board of Directors, then unless and until such funds are provided, upon the vote of the remaining directors:

a. The right of such Participating Entity to appoint directors shall be suspended; and

b. The right of any director appointed by such Participating Entity to vote on matters to come before the Board of Directors shall be suspended and the presence of such director shall not, during the time of such suspension, be counted in determining a quorum.

Should a Participating Entity fail to achieve and maintain the qualification standard of a lead agency established from time to time by the Department of Children and Families of the State of Florida, or to otherwise meet the criteria to serve as a Full Participating Entity as established by these Bylaws or the Participating Agreement, or should a contract between such Full Participating Entity and the Corporation for some or all of the lead agency functions or services be terminated by reason of a default on the part of the Participating Entity, then in either such event, (i) the right of such Participating Entity to appoint directors to the Board of Directors of the Corporation shall be terminated upon notice thereof from the Chair of the Corporation and (ii) any director or directors appointed by the Participating Entity shall, effective upon delivery of notice thereof from the Chair, be automatically removed from office without further vote or action by the Board of Directors of the Corporation.

5.4 Any Participating Entity may withdraw from further participation in the governance of the Corporation by written notice to the other Participating Entities and in the manner prescribed by the Participating Entity Agreement. If only one Participating Entity exists and that Participating Entity wishes to withdraw from participation in the governance of the Corporation, the Corporation will be dissolved and its assets liquidated in accordance with these Bylaws and the laws of the State of Florida.

5.5. Additional Participating Entities which otherwise meet the requirements of the Participating Entity Agreement, the Articles of Incorporation, and these Bylaws may, from time to time, be added to the governance of the Corporation in accordance with the Participating Entity Agreement and these Bylaws and shall have the right to appoint directors as determined by the then existing Participating Entity Agreement.

ARTICLE VI

Board of Directors

6.1 General Powers. The Board of Directors shall transact all business of the Corporation, manage the affairs of the Corporation, determine the policies of the Corporation and, in general, assume responsibility for the guidance and the affairs of the Corporation except as otherwise provided by the laws of the State of Florida, the Articles of Incorporation, or these Bylaws.

6.2 Power to Elect Officers. The Board of Directors, at their annual meeting, may elect a Chairman and a Vice Chairman. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the Corporation. The Board shall have the power to fill any vacancy in any office except directors, occurring for any reason whatsoever.

6.3 Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director.

6.4 Director Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee or the Participating Entities.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

6.5 Qualifications. The members of the Board of Directors must be natural persons who are 18 years of age or older but need not be residents of Florida. One of the directors appointed by each Participating Entity shall be the president, executive director or chief executive officer of such entity or a person designated in writing by one of the foregoing.

6.6 Number and Tenure. There shall be not less than three (3) and not more than sixteen (16) directors of the Corporation. The number of directors to serve until the next succeeding annual meeting shall be set by the Board of Directors annually.

The Board of Directors shall, by a majority vote, appoint one Community Director if necessary for the Board to manage the affairs of the Corporation. The Community Director shall be a member of a local community based care agency or similar entity, or bring substantial resources or expertise to the activities of the Corporation, and shall have all the rights and responsibilities as the directors appointed by the Participating Entities.

The Board of Directors may, by a majority vote, recommend to the Participating Entities that the overall number of directors should be increased or decreased if not in conflict with the then existing Participating Entity Agreement. If so, the then existing Participating Entities shall determine which Participating Entity will appoint the new directors or which directors appointed by the Participating Entities should be removed. Appointment of any additional directors or removal of any directors by the Participating Entity or Participating Entities shall be made within a reasonable time of the decision to increase or decrease the number of directors.

The Board shall consist of fourteen (14) members. The Full Participating Entities shall appoint three (3) directors each if not in conflict with the then existing Participating Entity Agreement, if not in conflict with the then existing Participating Entity Agreement. The Board of Directors shall then appoint five (5) Community Directors, for a total of fourteen (14) directors.

The term for each director shall be one (1) year each. Any director may be reappointed for additional terms by the Participating Entity which initially appointed such director. If a Participating Entity waives its right to reappoint such director, the Participating Entities other than the Participating Entity waiving its right to reappoint, shall determine by majority vote which Participating Entity shall reappoint or appoint a replacement director. Reappointment, or any appointment in the case of waiver, by the Participating Entity must be made either prior to the expiration of the director's term or within reasonable time thereafter. A Community Director may be reappointed for additional terms by a majority vote of the Board of Directors. Each director shall hold office until his or her successor has been appointed and has qualified. Directors shall be removable in the manner provided by the laws of the State of Florida and in the manner set forth in these Bylaws.

6.7. Resignations. Any director may resign at any time by mailing or delivering written notice of his or her resignation to the President of the Corporation or the President's designee, which resignation shall take effect at the time specified therein, or if no time specified, then at the time of the receipt thereof.

6.8 Vacancies. Any vacancy occurring in the Board of Directors may be filled only by the Participating Entity which appointed the director whose removal, resignation, death or expiration of term created such a vacancy. The appointment of such a director shall be for the unexpired term of his or her predecessor. If a vacancy is caused by the removal, resignation, death or unexpired term of a Community Director, the Board of Directors may appoint another Community Director for the unexpired term of the predecessor Community Director.

6.9 Removal and Suspension of Voting of Directors, Officers and/or Employees. Any director, officer or employee may be removed by a majority vote of the Board of Directors whenever, in the discretion of the Board, the best interests of the Corporation will be served thereby.

6.10 Annual Meetings. The annual meeting of the Board of Directors shall be held on the first Tuesday of December or at another time as the Board of Directors may designate at the registered office of the Corporation or such other location as the Board of Directors shall designate.

6.11 Regular Meetings. Regular meetings of the Board of Directors shall be held at a set time on a particular day each month, as determined annually by the Board of Directors and at other times upon the call of the Chairman or by a majority of the directors.

6.12 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board may be called by or at the request of the Chairman or a majority of the Board of Directors.

6.13 Telephone Meetings. Members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board or committee by means of conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

6.14 Quorum. The presence of a majority of all the directors shall be necessary at any meeting to constitute quorum to transact business. Except as otherwise provided in these bylaws, the act of a majority of directors present at a meeting when a quorum is present shall be the act of the Board of Directors. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting to a place and time indicated and a copy of such adjournment action shall be delivered by hand or by U.S. Mail to all members of the Board of Directors.

6.15 Voting Requirements. All actions of the Board of Directors shall be by majority vote, except that the following actions shall require unanimous consent of the directors:

a. Adoption, amendment, or repeal of these Bylaws;

b. Approval of service contracts between the Corporation and the State of Florida or any of its agencies, including the Department of Children and Families and the Agency for Health Care Administration;

c. The hiring of a president, including the approval of an employment agreement and of any renewal thereof;

d. The admission of an additional Participating Entity; or

e. A loan contribution of additional capital or operating funds by the Participating Entities to the Corporation.

No vote of a director who has been removed or whose voting privileges have been suspended in accordance with these Bylaws shall be required to determine a majority or the unanimity of any vote or consent.

6.16 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation within three (3) business days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.17 Notice. Notice of each regular meeting and special meeting shall be written and mailed by the Secretary to each director at least five (5) business days prior to the meeting or, in the alternative, notice may be given telephonically or delivered personally at least three (3) business days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

Any director may waive notice of meeting. The attendance of a director at a meeting constitutes a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated by the Board need be specified in the notice or waiver of such meeting.

6.18 Action Without a Meeting. Any action required by law to be taken at a meeting of the directors of the Corporation, or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or the committee. Such consent shall have the same effect as a unanimous vote.

6.19 Annual Reports. The Chairperson and Treasurer, if any, shall present their respective reports of the operation for the preceding year, at the first meeting of the year of the Board of Directors. If no Treasurer exists, the Chairperson shall present all reports of operation of the Corporation for the preceding year.

6.20 Compensation. The Board of Directors shall serve without compensation; provided that any director may be reimbursed for out-of-pocket expenses, if any, incurred in connection with the business of the Corporation.

Such directors may receive compensation for serving the Corporation in a separate capacity.

6.21 Bank Accounts. Unless and until expressly provided otherwise by resolution of the Board of Directors, no person other than the Chairperson or the Treasurer, if any, or a corporate officer specifically designated by the Chairperson, may in the name of or on behalf of the Corporation sign any checks, drafts, or other orders for the payment of money. Anything herein to the contrary notwithstanding, the Board of Directors may, except as otherwise may be required by law, authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to sign checks, drafts, or other orders for the payment of money or notes or other evidences of indebtedness, to endorse for deposit, deposit to the credit of the Corporation at any bank or trust company or banking institution in which the Corporation may maintain an account or to cash checks, notes, drafts or other bankable securities or instruments, and such authority may be general or confined to specific instances as the Board may elect; but unless so authorized by the Board, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any account.

6.22 Committees and Advisory Boards. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees and/or advisory boards each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

a. Fill vacancies on the Board of Directors or any committee thereof;
b. Adopt, amend, or repeal these Bylaws;
c. Approve service contracts between the Corporation and the State of Florida or any of its agencies, including the Department of Children and Families and the Agency for Health Care Administration;
d. Hire a president, including approve an employment agreement and any renewal thereof;
e. Admit any additional Participating Entity; or

f. Require contribution of additional capital or operating funds by any of the Participating Entities to the Corporation.

Each committee and/or advisory board must have at least two members. Each committee and/or advisory board shall serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

ARTICLE VII

Management of Corporation's Assets

The assets of the corporation shall be held, managed, and invested by the Board of Directors; however, at no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended. All investments of funds of the corporation shall be first approved by the Board of Directors. The accounts and records of the Corporation shall be audited from time to time but at no time than less than annually by a firm of certified public accountants at the expense of the Corporation.

ARTICLE VIII

Officers and Agents

8.1 Officers. The officers of the Corporation shall consist of a Chairperson and a Secretary, and, at the discretion of the Board of Directors, a Treasurer and one or more Vice Chairs. All officers shall be a natural person of the age of eighteen (18) years or older and shall be elected by the Board of Directors.

The Board of Directors may elect or appoint such other officers and assistant officers as may be deemed necessary. The Board of Directors shall fix the term of office and salaries of all of the officers of the Corporation.

Any two or more offices may be held by the same person. Any director may also serve as an officer, but officers do not have to be directors. The failure to elect any officer shall not affect the existence of this Corporation.

8.2 Removal of Officers. Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.

8.3 Resignation. The resignation of an officer shall be effective as of the date of delivery of a written notice to the Board of Directors or at a later date, if specified in the written notice.

ARTICLE IX

Fiscal year

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE X

Rules of Order

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically addressed by these Bylaws.

ARTICLE XI

Dissolution

Upon the liquidation or dissolution of the Corporation, its assets, if any remain after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended. No part of the assets or the net earnings current or accumulated of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII

<u>Contracts, Loans, Checks, and Deposits</u>

12.1 <u>Contracts.</u> The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

12.2 <u>Loans.</u> No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

12.3 <u>Checks, Drafts. Etc.</u> All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

12.4 <u>Deposits.</u> All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XIII

<u>Loans to Directors and Officers</u>

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Corporation to its Directors, officers or employees, or to any other corporation, firm, association or other entity in which one or more of its directors, officers, or employees is a director, officer or employee or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. A loan made in violation of this Article is a violation of the duty to the Corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XIV

Payment of Dividends and Distribution of <u>Income to Directors and Officers Prohibited</u>

A dividend may not be paid, and any part of the income or profit of the Corporation may not be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its directors or officers for services rendered.

ARTICLE XV

<u>Indemnification of Directors, Officers, Employees, and Agents</u>

15.1 <u>Action Against Party Because of Corporate Position.</u> The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a Director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

15.2 Action by or in the Right of Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

15.3 Reimbursement if Successful. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in this Article, or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

15.4 Authorization. Any indemnification under this Article (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the Participating Entities.

15.5 Advanced Reimbursement. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

15.6 Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control.

15.7 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XVI

Miscellaneous

16.1 Waiver and Effective Date of Notices. Whenever notice is required to be given to any shareholder or director under the provisions of the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes; or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

16.2 Amendment of By-Laws. The Bylaws of the Corporation shall be approved by a unanimous vote of the Board of Directors. The Bylaws may be altered, amended, or repealed, from time to time, in whole or in part, by the unanimous vote of the Board of Directors at a regular meeting or a special meeting called for that purpose, or by consent.

16.3 Conflict. In the event of any unreasonable conflict between any provision in these Bylaws and the provisions of Florida law or the Corporation's Articles of Incorporation or the Participating Entity Agreement, the provision of Florida law, or the Articles of Incorporation, or the Participating Entity Agreement, as the case may be, shall control.

IN WITNESS WHEREOF, I have subscribed my name as Chairperson of the corporation this 15th day of March 2004.

Chairperson

I, Margarita Labarta , do hereby certify that I am the duly elected Secretary of the corporation and that the above is a true and correct copy of the Amended and Restated , . duly adopted by written consent of the Board of Directors, thereof, convened and held in accordance with law and the Bylaws of said corporation on December 15, 2003 and that such Amended and Restated

are now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 15th day of March 2004. .

Secretary