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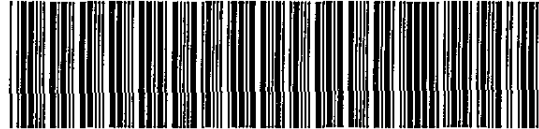
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP 28 2005

Amended & Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHANGE A KID'S LIFE, INC.

DOCUMENT NUMBER: N05000003972

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM L. MIMS, JR.

(Name of Contact Person)

Mims, Eberle & Associates, P.A.

(Firm/ Company)

5225 Hawford Circle

~~5225 E. Highway 1, Suite 101~~

(Address)

Orlando, Florida ~~32812~~ 32812

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

WILLIAM L. MIMS, JR.

(Name of Contact Person)

at (407) 839-3464

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**CHANGE A KID'S LIFE, INC.
(A Florida Not for Profit Corporation)**

ARTICLE I - NAME

The name of the Corporation shall be: CHANGE A KID'S LIFE, INC. (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is:
576 W. Minneola Avenue, Clermont, FL 34711.

ARTICLE III - PURPOSES

A. The purposes for which the corporation is organized are as follows:

1. The corporation shall be operated exclusively for religious, charitable, educational or other not-for-profit purposes as an exempt corporation under 26 USC Section 501 (c) (3) of the U.S. Code (herein referred to as "Section 501 (c) (3)").

B. This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c) (3), or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under 26 USC Section 170(c) (2) of the U.S. Code, or any other corresponding provision of any future United States internal revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for religious, charitable, educational or other not-for-profit purposes which qualify the corporation as an exempt organization under Section 501(c) (3), or any other corresponding provision of any future United States internal revenue law.

ARTICLE IV - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

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05 SEP 21 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

Joseph D. Eberline
576 W. Minneola Ave.
Clermont, FL 34711

ARTICLE VI - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3). The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3). The Board of Directors will be elected as provided in the Bylaws. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Joseph D. Eberline	576 W. Minneola Ave., Clermont, FL 34711
Leslie B. Eberline	576 W. Minneola Ave., Clermont, FL 34711
William L. Mims, Jr.	3327 Monika Circle, Orlando, FL 32812

ARTICLE VII - OFFICERS

The day-to-day affairs of the Corporation shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Corporation, which include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Joseph D. Eberline	576 W. Minneola Ave., Clermont, FL 34711
Vice President	Leslie B. Eberline	576 W. Minneola Ave., Clermont, FL 34711

Secretary

William L. Mims, Jr.

3327 Monika Circle,
Orlando, FL 32812

Treasurer

Leslie B. Eberline

576 W. Minneola Ave.,
Clermont, FL 34771

ARTICLE VIII - BYLAWS

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

ARTICLE X - INITIAL REGISTERED AGENT


The street address of the Corporation's initial registered office in the State of Florida is: 576 W. Minneola Avenue, Clermont, FL 34711 and the name of its initial registered agent at such office is: Joseph D. Eberline.

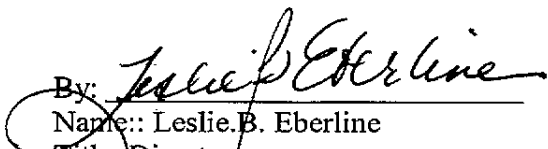
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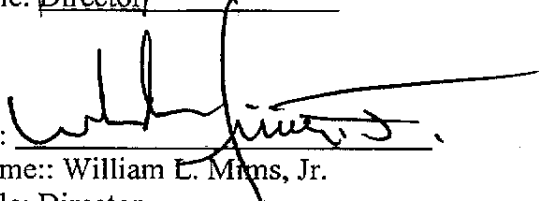
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of CHANGE A KID'S LIFE, INC., this 24th day of May, 2005.

** ARTICLE XI - DISTRIBUTION OF ASSETS UPON DISSOLUTION OF CORPORATION

Upon the dissolution of this 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

By: 
Name:: Joseph D. Eberline
Title: Incorporator, Director

By: 
Name:: Leslie B. Eberline
Title: Director

By: 
Name:: William L. Mims, Jr.
Title: Director

Articles of Amendment
to
Articles of Incorporation
of

CHANGE A KID'S LIFE, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N05000003972

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Articles of Incorporation are hereby amended and restated in their
entirety as set forth in the attached "Amended and Restated Articles of
Incorporation of Change A Kid's Life, Inc." the entirety of which is
incorporated by reference herein.

The date of adoption of the amendment(s) was: May 24, 2005


Effective date if applicable: Upon Filing with Department of State
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 24th day of May, 2005

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

JOSEPH D. EBERLINE

(Typed or printed name of person signing)

Incorporator/Director

(Title of person signing)

FILING FEE: \$35