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Division of Corporations Page 1 of 1

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
YOUTH EMPOWERMENT/COMMUNITY
ECONOMIC DEVELOPMENT, INCORPORATED**

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SECRETARY OF STATE
14 MAR 31 AM 9:24

Pursuant to Sections 617.1002 and 617.1006 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of Youth Empowerment/Community Economic Development, Incorporated (the "Corporation"), are hereby amended and restated as set forth below:

FIRST: The name of the Corporation is Youth Empowerment/Community Economic Development, Incorporated.

SECOND: The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I. NAME

The name of the corporation is: Jacksonville Youth Works, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

303 East 21st Street
Jacksonville, Florida 32206

ARTICLE III. PURPOSE

This not for profit corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1996, as amended, or the successor provision of any future United States internal revenue law. The purpose of the association shall be to train, educate, mentor, inspire and empower young people to be leaders of their community and otherwise engage in charitable activities permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, or the successor provision of any future United States internal revenue law.

This will be achieved through mobilizing youths of every race and color towards achieving this objective. Donations from individuals, institutions and governmental institutions will be devoted towards the organization's objectives.

To the end that the foregoing objectives and purposes and any related religious and charitable purposes may be carried out, performed and accomplished, this corporation shall have the power to engage only in such activities as shall be related to its charitable and educational purposes. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income

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Prepared by James L. Main
Florida Bar No. 193367
904-353-2000

Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202

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Tax under Section 501(c)(3) of the Internal Revenue Code of 1996 or the successor provision of any further United States internal revenue law. Subject to the foregoing limitations, this corporation shall have all of the rights and powers set forth in Section 617.0302, Florida Statutes.

ARTICLE IV. ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Corporation's Bylaws.

ARTICLE V. MEMBERS

The corporation shall have no members. All rights granted by law to members shall be vested in the members of the Board of Directors.

ARTICLE VI. REGISTERED AGENT

YSRYL
303 East 21st Street
Jacksonville, Florida 32206

ARTICLE VII. INCORPORATOR

YSRYL
303 East 21st Street
Jacksonville, Florida 32206

ARTICLE VIII. DURATION

This corporation shall exist perpetually. Corporate existence commenced on the date the first Articles of Incorporation were filed.

ARTICLE IX. DISTRIBUTION

No part of the net earnings or the non-profit shall inure to the benefit of, or be distributed to its members, trustees, officers, or other 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 the purpose clause hereof. No substantial part of the activities of the organization shall be for carrying on 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 this document, the organization shall not carry on any activities not permitted to be carried on (a) by a nonprofit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

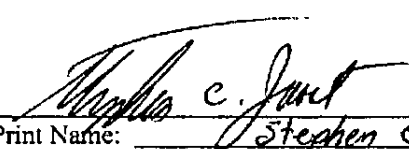
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ARTICLE X. DISSOLUTION

Upon the 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 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.

THIRD: The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation on March 31, 2014. There are no members of the Corporation and thus no members entitled to vote on the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed this instrument this 31st day of March, 2014.


Print Name: Stephen C. Joost
Its: Chairman