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ONE POSITIVE PLACE, INC.

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*FAX Audit #:
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September 13, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ONE POSITIVE PLACE, INC.
P.O. BOX 203
LYNN HAVEN, FL 32444US

SUBJECT: ONE POSITIVE PLACE, INC.
REF: N09000010747

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

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HARRISON, SALE, McCLOY, DUNCAN & JACKSON
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ATTORNEYS & COUNSELORS AT LAW

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H. ALAN THOMPSON
(1996 - 2006)

*Of Counsel

September 20, 2010

Sylvia Gilbert
Regulatory Specialist II
Florida Department of State
Division of Corporations

Sent via fax to: (850) 617-6380

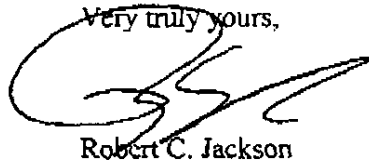
Re: Subject: One Positive Place, Inc.
Ref. #: N09000010747

Dear Ms. Gilbert:

Attached please find our Amended Articles of Incorporation, per your letter of September 13, 2010, whereby you requested that we make a correction to our originally filed Amended Articles of Incorporation sent to you on September 10, 2010. Please note that the requested correction has been made and inserted into our attestation at the end of the document.

Please do not hesitate to contact me should you have any questions or concerns regarding this filing.

Very truly yours,



Robert C. Jackson

RCJ/alb

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AMENDED ARTICLES OF INCORPORATION

OF

ONE POSITIVE PLACE, INC.

ARTICLE I

Name

The name of the corporation is One Positive Place, Inc., hereinafter referred to as the "Corporation".

ARTICLE II

Term

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof.

ARTICLE III

Principal Office, Mailing Address, & Registered Agent

The principal place of business of the Corporation is 1802 Flower Avenue, Apt. J101, Panama City, Florida 32405; the initial mailing address of the Corporation is P.O. Box 203, Lynn Haven, Florida 32444.

The initial registered agent and office of the Corporation is Robert C. Jackson, Esq., 304 Magnolia Avenue, Panama City, Florida 32401.

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ARTICLE IV

Purposes

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, for the following and several charitable, educational and scientific purposes:

(a) To support, promote, advance and strengthen the After School Assistance Program ("ASAP"), a community partnership operated in cooperation with the City of Panama City, Florida (the "City") to benefit low-income youths and their families who are at-risk of educational failure; and

(b) To operate and manage, on behalf of ASAP and the City, one or more educational facilities in the Panama City area to improve community access and availability of necessary and appropriate after school educational services to low-income youths who may not otherwise have such services, including:

(1) providing a facility for year-round safe, secure, supervised and cost-effective after school and summer care that advances the academic and educational skills of all participants and their families.

(2) providing a facility for tutoring on basic life-skills to help students achieve mastery of Florida's Sunshine State Standards at the benchmark level, including homework assistance, academic enrichment and prescriptive activities based on individual needs, readiness and language skills for early childhood students;

(3) providing a facility for age appropriate enrichment activities, such as art, music, nutrition, recreation, sports, technology and community experiences which are linked back to the youth's regular public school curriculum.

(4) providing a facility for training of parents and family members on parenting skills, access to support groups, GED classes, career awareness and counseling on employment skills and life-skills training, basic health, and financial matters.

(c) To build, construct, permit, own, operate, or lease such community, educational, or charitable facilities as may be needed in the Panama City area for community-based after school educational activities.

(d) At the discretion of the Board of Directors of the Corporation, to support other not-for-profit educational providers affiliated with ASAP.

ARTICLE V

Powers

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(b) To perform functions which are consistent with the purposes of ASAP;

(c) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations, limited liability companies, or other entities, whether or not any such entity is for-profit or not-for-profit, so long as this Corporation's participation herein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;

(d) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of political propaganda or for influencing legislation, nor shall it participate in any political campaign on behalf of any candidate for public office.

ARTICLE VI

Membership

Section 1. Members. The Members of the Corporation shall be, ex-officio, the members of the Executive Committee of the Board of Directors.

Members shall only hold such membership in the Corporation while remaining a member of the Executive Committee of the Board of Directors.

Section 2. Transfer of Membership. Membership in the Corporation is shall transfer in the same manner and at the same time that membership on the Executive Committee of the Board of Directors transfers.

ARTICLE VII

Incorporator

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

Kelly Forehand
308 Meadowood Court
Lynn Haven, Florida 32444

ARTICLE VIII

Board of Directors

Section 1. Authority of Board; Number of Board Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors (the "Board"). The number of Board directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3), nor more than forty (40) Board directors. The Board shall carry out the purposes of the Corporation in compliance with the Amended Articles of Incorporation and the Bylaws of the Corporation. The term of office of each director shall be two years. Each director shall be nominated by the Board and confirmed in office by the

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Executive Board (defined below) its sole discretion, and shall serve until the latter of the expiration of their term or the confirmation of their successor. The Executive Board shall be entitled to remove any director with or without cause.

Section 2. Authority of Executive Board; Number of Executive Board Directors. The Executive Committee of the Board of Directors (the "Executive Board") shall manage the Board. Executive Board directors shall be selected from and remain Board directors. The initial Executive Board shall consist of six (6) natural persons. The number of Executive Board directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3), nor more than nine (9) Executive Board directors. Each Executive Board director shall be nominated and confirmed by the Executive Board, and shall serve until the latter of the expiration of their term or the confirmation of their successor. The Executive Board shall be entitled to remove any Executive Board director with or without cause.

The following persons shall constitute the Executive Board and shall serve until their successors are confirmed:

President/Chair:
Kelly Forehand
308 Meadowood Court
Lynn Haven, FL 32444

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Vice President/Vice-Chair:

Lisa Powell Ashley
P.O. Box 9884
Panama City Beach, FL 32417

Fund Development Director:

Michelle Kinard
1607 Inverness Road
Lynn Haven, FL 32444

Executive Director:

Terri Gainer
3002 E. Third Street
Panama City, FL 32401

Treasurer:

Stacie Galbreath
13920 Ashton Way
Panama City, FL 32409

Secretary:

Ann Lyon
2103 Coral Drive
Lynn Haven, FL 32444

Section 3. Compensation. No director shall be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE IX

Indemnification

The Corporation shall defend, indemnify and hold harmless any director or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a

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director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X

Adoption and Amendment to the Bylaws

The Board by vote of a majority of its number, with the approval of the Executive Board in its sole discretion, shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same.

ARTICLE XI

Amendments to the Articles of Incorporation

The Board by vote of a majority of its number, may amend, alter or repeal any provision to these Amended Articles of Incorporation, subject to ratification by the Executive Board in its sole discretion.

ARTICLE XII

Annual Meeting

There shall be an annual meeting of the Board for the purpose of electing Board and Executive Board directors, Officers of the Board, and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board. The Board shall from time to time hold such other meetings as provided in the Bylaws. The annual

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meeting shall be held at the corporate headquarters of the Corporation unless another location is designated by the Board.

ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to ASAP, or any successor program, and any assets so distributed shall be used exclusively for charitable or educational purposes that shall, at the time, qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I do make and file these Amended Articles of Incorporation hereby declaring and certifying under oath that the facts herein are true; that these Amended Articles of Incorporation replace the original Articles of Incorporation adopted on November 5, 2009, in their entirety; that these Amended Articles of Incorporation were adopted by the Board of Directors on September 6, 2010, and that the Corporation did not have any members according to the original Amended Articles of Incorporation. Accordingly, I set my hand and seal at Panama City, Florida on the date indicated below.

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Date:

9-15-2010


KELLY FOREHAND, Incorporator

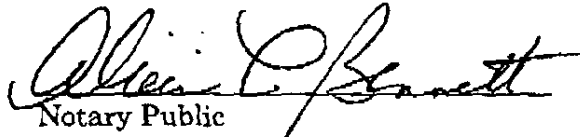
STATE OF FLORIDA

COUNTY OF BAY


BEFORE ME personally appeared KELLY FOREHAND, who did not take an oath, and who is personally known to me and who executed the foregoing Amended Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 15th day of September 2010.




Notary Public
Notary Public - State of Florida
Commission No.: DD618801
My Commission Expires: 11/30/2010

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Robert C. Jackson
Registered Agent

15 Sep 2010
Date

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