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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Project Transition, Inc

DOCUMENT NUMBER: N1100000 2394

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

Please return all correspondence concerning this matter to the following:

James G. Holmes
(Name of Contact Person)

Project Transition, Inc.
(Firm/ Company)

194 E. Granada Blvd
(Address)

Ormond Beach, FL 32176
(City/ State and Zip Code)

projecttransition@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Boland at (386) 310.8716
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED ARTICLES OF INCORPORATION
OF
PROJECT TRANSITION, INC.
A Florida not-for-profit Corporation**

**ARTICLE I
Name**

The name of this Corporation shall be: Project Transition, Inc.

**ARTICLE II
Duration**

The duration of this Corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the Articles of Incorporation by the Department of state of the State of Florida.

**ARTICLE III
Purpose**

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage in activities for charitable or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 (or corresponding provisions of any future federal tax code), and within these restrictions, to engage in activities including but not limited to the following:

- (a) To receive contributions and use them for charitable or educational purposes including but not limited to providing services related to the prevention and assistance of the homeless population of Volusia and Flagler Counties. No substantial part of the activities of the Corporation shall be the carrying on of 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 these amended articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), or (b) by a corporation contributions to which are deductible under Section

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170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

- (b) To employ, contract for, or otherwise obtain the services of agents to perform services required in connection with the carrying out of its aforesaid purposes.
- (c) To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation.
- (d) To have one or more offices, and to conduct its business and promote its objectives within the State of Florida or the United States without restriction as to place or manner.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.
- (f) To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.
- (g) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as Trustee or in any other fiduciary capacity, where so ever situated.
- (h) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (i) To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in the Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, as principal, agent, Trustee, or otherwise.

- (j) To distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income as defined in Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).
- (k) The Corporation shall not engage in any act of self-dealing as defined in Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).
- (l) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- (m) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).
- (n) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986 (or the corresponding provisions of any future federal tax code).
- (o) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue code of 1986 (or the corresponding provisions of any future federal tax code).
- (p) Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IV

Principal Offices and Registered Agent

The street and mailing address of the principal office of the Corporation is 194 E. Granada Blvd., Ormond Beach, Florida 32176. The name of and address of the registered agent of the Corporation is James G. Holmes, 194 E. Granada Blvd., Ormond Beach, FL 32176.

ARTICLE V
Membership

There shall be no members of the Corporation.

ARTICLE VI
Board of Directors and Officers

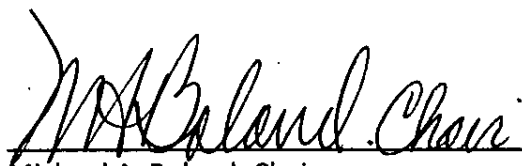
The number of Directors constituting the Board of Directors is five (5) and the name and address of each person who is to serve as a member thereof and the office to be held by each are as follows:

Michael A. Boland, D/Chair/T	James G. Holmes, D/VP/S	Julie M. Crawford, D
431 N. Halifax Avenue 15	194 E. Granada Blvd.	431 N. Halifax Avenue 15
Daytona Beach, FL 32118	Ormond Beach, FL 32176	Daytona Beach, FL 32118

The number of Directors may be changed from time to time by the by-laws but shall never be less than three (3). Election or appointment of the Directors and Officers shall be as prescribed in the by-laws.

ARTICLE VII
Adoption of amendments.

There are no members entitled to vote on the amendments. The amendments were adopted by the board of directors on the effective date July 30, 2012.



Michael A. Boland, Chairman
431 N. Halifax Avenue 15
Daytona Beach, FL 32118

7-1-2012
Date

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 617.0501, Florida Statutes, Project Transition, Inc., hereby designates James G. Holmes, located at 194 E. Granada Blvd., Ormond Beach, FL 32176 as its registered agent and the street address of his office, respectively, for service of process within the State of Florida.

PROJECT TRANSITION, INC.

Michael A. Boland Chair 7/1/12
Michael A. Boland, Chair

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of PROJECT TRANSITION, INC. for service of process within the State of Florida.

JAMES G. HOLMES

James G. Holmes 07/01/12