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BOLEY-PAR, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

Boley-PAR, Inc.

A Florida Not For Profit Corporation

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Pursuant to Section 617.1007 of the Florida Statutes, Boley-PAR, Inc. adopts the following Amended and Restated Articles of Incorporation ("Articles of Incorporation"):

ARTICLE I

NAME

The name of the corporation is Boley-PAR, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is as follows:

Boley-PAR, Inc.
6655 66th Street North
Pinellas Park, FL 33781

ARTICLE III

PURPOSES AND POWERS

Section 3.1 The Corporation shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation shall have no power to act in a manner that is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continue to qualify, as a Corporation described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the Corporation's specific purposes shall be to promote, support and further the charitable, educational and scientific purposes and interests of Boley Centers, Inc., Operation PAR, Inc., and Personal Enrichment Through Mental Health Services, Inc., all Florida not for profit corporations that are exempt from taxation under Section 501(c)(3) of the Code, and classified as other than private foundations

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under Section 509(a)(1) or 509(a)(2) of the Code, and their affiliated exempt entities, the purposes of which are consistent with those of the Corporation. In this capacity, the Corporation is further organized:

(a) To establish, maintain, sponsor, and promote activities relating to the improvement of human health and welfare and the provision of care and services to the sick, injured or disabled;

(b) To establish, maintain, sponsor and promote education and research programs relating to the promotion of human health and welfare and the provision of care and services to the sick, injured or disabled;

(c) To coordinate, sponsor, promote and advance programs and activities designed and carried on to improve the physical, psychological, and emotional health and welfare of persons living in and around the territories which it serves;

(d) To evaluate, develop and implement long-range objectives, strategies, plans and alternative delivery systems, in furtherance of the purposes of the Corporation and the purposes of those exempt organizations which the Corporation was organized to support;

(e) To carry out such other acts and to undertake such other activities as may be necessary, appropriate, or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, or as an organization, contributions to which are deductible under Section 170(c)(2) of the Code; and

(f) To otherwise operate exclusively for charitable, educational and scientific within the meaning of Section 501(c)(3) of the Code.

Section 3.2 Without limiting the generality of the foregoing, the Corporation shall be operated consistent with the following:

(a) The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization, and to make such lawful payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

(b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as

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otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in violation of any provisions applicable to the corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 In order to carry out its purposes, the Corporation shall have all the powers set out in the Florida Not For Profit Corporation Act, as now in effect or as subsequently amended (the "Act"), except as may be limited by these Articles of Incorporation and Bylaws of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws of the Corporation.

ARTICLE V

OFFICERS

The business and affairs of the Corporation shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as may from time to time be appointed from time to time in accordance with the Corporation's Bylaws.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the registered office of the Corporation and name of the registered agent at that location is:

Dale S. Webber, Esquire
Buchanan Ingersoll & Rooney PC
401 E. Jackson Street, Suite 2400
Tampa, FL 33602

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ARTICLE VII**DISSOLUTION AND DISTRIBUTION OF ASSETS**

Subject to any approvals described in the Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation and after the payment and discharge of all liabilities and obligations and compliance with all other legal requirements, the net assets of the Corporation shall be equally distributed, pursuant to a plan of distribution of assets approved by the Board of Directors, to Boley Centers, Inc., Operation PAR, Inc., and Personal Enrichment Through Mental Health Services, Inc., provided that each such entity then qualifies as an organization described by Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code) to be used for one or more qualifying charitable purposes. Any distributions not so made, shall be made pursuant to a plan of distribution approved by the Board of Directors to one or more corporations, trusts, funds, or other organizations which at the time are organizations described in Section 501(c)(3) of the Code and have purposes closely aligned with those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE VIII**AMENDMENTS**

These Articles of Incorporation and the Bylaws of the Corporation shall be amended only by action taken by the Board of Directors in accordance with the Bylaws of the Corporation.

No Member approval is required in connection with the amendments set forth in these Amended and Restated Articles of Incorporation. The Board of Directors adopted these Amended and Restated Articles of Incorporation and the number of votes cast in favor of these amendments was sufficient for approval.

These Articles of Incorporation shall be effective July 1, 2016 at 12:01 a.m.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation this 22nd day of June, 2016.

Boley-PAR, Inc.

By: 

Name: Gary MacMath

Title: President & CEO

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