

N51104

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December 17, 1997

Via: FedEx

Florida Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

RE: Endeavor Group Homes, Inc.
a Florida corporation not-for-profit
Amended and Restated Articles of Incorporation
Document Number N51104

400002376884-5

-12/18/97-01098-005

*****87.50 *****87.50

Dear Sir/Madam:


Enclosed for filing with the Secretary of State please find an original and one copy of the Amended and Restated Articles of Incorporation of Endeavor Group Homes, Inc.

Also enclosed please find my law firm check in the amount of \$87.50 payable to the Florida Secretary of State as the filing fee and certified copy fee. A return self-addressed FedEx envelope is enclosed for the expedited return of the requested certified copy of the filed document.

Thank you for your assistance in this matter.

Very truly yours,

MARTIN S. ROSENBLOOM, P.A.

By: 
MARTIN S. ROSENBLOOM

MSR:lmw
Enclosures

- c: Linda Posey, President-(w/enclosures)
c: Ann Jones, Assistant Secretary-(w/enclosures)

FILED
97 DEC 18 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MSR
12/16
Amend

FILED
97 DEC 18 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ENDEAVOR GROUP HOMES, INC.

A Florida Not-for-Profit Corporation
(pursuant to Section 617.1007, Florida Statutes)

I.

NAME OF CORPORATION

The name of this corporation is Endeavor Group Homes, Inc.

II.

ARTICLES OF CORPORATION

The name and address in the State of Florida of this corporation's principal place of business and its mailing address is 8535 N.W. 29th Drive, Coral Springs, Florida 33065.

III.

PURPOSES

Endeavor Group Homes, Inc. is organized exclusively for charitable and educational purposes; to establish, construct, operate and maintain one or more residential facilities for persons with developmental disabilities; to provide quality residential and habilitative training in a home-like environment; to improve and maintain the functional capacity of each person served; to promote social, recreational and employment opportunities for persons with developmental disabilities; and to educate the public about developmental disabilities.

This corporation is organized exclusively for charitable and educational purposes within the meaning of the Internal Revenue Code of 1986 [Sec. 501(c)(3)], or the corresponding provision of any future United States Internal Revenue law, and is also organized under Chapter 617 of the Florida Statutes.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 Sec. 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Sec. 170 (c) (2) of the Internal Revenue Code of

1986, or the corresponding provision of any future United States Internal Revenue law.

The property of this corporation is irrevocably dedicated to charitable and educational purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any trustee, officer or private person thereof, or to the benefit of any private person, except that the corporation shall be organized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III.

IV.

ELECTION AND/OR APPOINTMENT OF DIRECTORS

The method for the election and/or appointment of directors shall be as provided for in the By-laws.

V.

REGISTERED AGENT AND REGISTERED OFFICE

The name and address in the State of Florida of this corporation's registered agent and registered office for service of process is Martin S. Rosenbloom, P.A., 8220 State Road 84, Suite 302, Fort Lauderdale, Florida 33324.

VI.

MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors which shall consist of not less than five (5) and not more than thirteen (13) directors. The name and address of each member of the Board of Directors is:

- (a) Eileen M. Lank
2733 N.E. 37th Drive
Fort Lauderdale, FL 33308
- (b) Janet Flader
6562 Boca Del Mar Drive, Apt. 126
Boca Raton, FL 33443
- (c) Roberta Wigand
715 S.W. 14th Avenue, #3
Fort Lauderdale, FL 33312

- (d) Anne L. Jones
6510 S.W. 49th Street
Davie, FL 33314
- (e) Linda Posey
6511 N.E. 21st Way
Fort Lauderdale, FL 33308
- (f) Gloria A. Wetherington
3320 N.E. 18th Terrace
Fort Lauderdale, FL 33306
- (g) Lynette Levy
14500 Cedar Court
Miami Lakes, FL 33014
- (h) Gary Onorati
767 South State Road 7, Suite 13
Margate, FL 33068

VII.

DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Sec. 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

VIII.

INDEMNIFICATION

The corporation shall indemnify any of its present or former directors or officers to the fullest extent permitted under Chapters 607 and 617 of the Florida Statutes as presently existing or as may be hereafter amended.

IX.

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

X.

NON-STOCK BASIS/MEMBERS

The corporation is organized under a non-stock basis. The corporation's members shall consist solely of its directors.

XI.

AMENDMENTS

(a) Articles of Incorporation: The Articles of Incorporation of this corporation may be made, amended, rescinded, added to, or new Articles may be adopted by following the procedures set forth therefore in the By-laws.

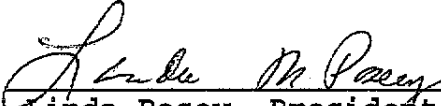
(b) By-laws: The By-laws of this corporation may be made, amended, rescinded, added to or new By-laws may be adopted by following the procedures set forth therefore in the By-laws.

CERTIFICATION

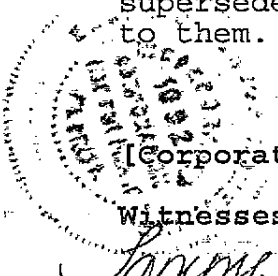

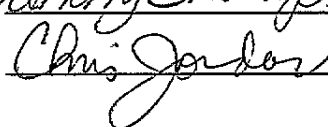
I, LINDA POSEY, President of ENDEAVOR GROUP HOMES, INC., a Florida corporation not-for-profit (the "corporation"), hereby certify that the foregoing Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors (the "Board") of said corporation at a duly convened meeting of the Board held on October 29, 1997; that there are no members of said corporation and therefore no membership approval of the Amended and Restated Articles is required; and that the foregoing duly adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

ENDEAVOR GROUP HOMES, INC.

By:


Linda Posey, President

Witnesses:

Dated:

12/11/97

STATE OF FLORIDA)
) s.s.
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared LINDA POSEY who is personally known to me or who produced personally known as identification, to me well known to be the person(s) who executed the foregoing amended and restated articles of incorporation and acknowledged before me, according to law, that he/she made and subscribed same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of December, 1997.



Notary Public, State of Florida

[Notary Seal]

Martin S. Rosenbloom

Printed name of Notary



Martin S Rosenbloom
My Commission CC609276
Expires January 15 2001

My Commission Expires: 01/15/2001