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BASIC AMENDMENT

THE HUMAN SERVICES PLANNING ASSOCIATION OF SARASOTA

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Amended & Restated Articles

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 2001

THE HUMAN SERVICES PLANNING ASSOCIATION OF SARASOTA COU
1750 17TH ST
BLDG M
SARASOTA, FL 34234US

SUBJECT: THE HUMAN SERVICES PLANNING ASSOCIATION OF SARASOTA COUNTY, INC.
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Darlene Connell
Corporate Specialist

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HUMAN SERVICES PLANNING ASSOCIATION OF SARASOTA COUNTY, INC.**

The Articles of Incorporation of The Human Services Planning Association of Sarasota County, Inc., a Florida corporation not for profit (the "Corporation"), are hereby amended and restated by the directors of the Corporation pursuant to section 617.1007, Florida Statutes, as follows:

**ARTICLE I
Name**

The name of this corporation shall be SARASOTA COUNTY OPENLY PLANS FOR EXCELLENCE (SCOPE), INC.

**ARTICLE II
Principal Office and Mailing Address**

The street address of the principal office of this corporation is 1750 17th Street, Building M, Sarasota, Florida 34234 and the mailing address of this corporation is Post Office Box 8, Sarasota, Florida 34230-0008.

**ARTICLE III
Purpose and Guiding Principles**

(a) This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), or any statute of similar import. It shall engage the community in planning for excellence through a process of open dialogue and impartial research to establish priorities, propose solutions and monitor change to enhance the quality of life in Sarasota County. To accomplish its purpose this corporation shall:

- * Annually research, accumulate and input data from the community;
- * Utilize data and other resources to identify topics of unmet and future quality of life needs in the areas of human services and community improvement, and develop implementation recommendations for action;
- * Broadly disseminate annual indicators and benchmarks of quality of life;

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* Provide educational outreach programs to those not usually engaged in collaboration with public officials, funders, service providers, educators, advocates, government, and the general community to bring about greater awareness of quality of life needs in Sarasota County;

* Recommend strategies to maximize efficiencies and appropriately reduce needless duplication of services;

* Serve as a catalyst to initiate services for unmet needs through a multi-media approach;

* Seek out partners and opportunities for collaboration and use a neutral status to help mitigate community disputes or problems.

(b) Notwithstanding any other provisions of these Articles of Incorporation, no part of the net earnings of this corporation shall inure to the benefit of any director, officer, employee or member of this corporation or any private individual and no director, officer, employee or member of this corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation.

(c) Notwithstanding any other provisions of these Articles of Incorporation, no substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(c)(3) of the Code, or any statute of similar import, or regulations issued thereunder from time to time or by an organization to which contributions are deductible under §170(c)(2) of the Code, or any statute of similar import, or regulations issued thereunder from time to time.

(e) Upon dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary or educational organizations that would then qualify as an exempt organization under §501(c)(3) of the Code, or any statute of similar import, or regulations issued thereunder from time to time and no director, officer, or member or any private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

H01000030468 2

H01000030468 2

ARTICLE V
Registered Office and Registered Agent

The registered office of this corporation shall be located at 200 South Orange Avenue, Sarasota, Florida 34236 and the registered agent of this corporation at such office shall be Charles D. Bailey, Jr. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI
Board of Directors

The board of directors of this corporation shall consist of not less than ten (10) members, the exact number of directors to be fixed from time to time by the members or the bylaws. The method of election or appointment of the board of directors shall be stated in the bylaws. The business and affairs of this corporation shall be managed by the board of directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the board of directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida.

ARTICLE VII
Bylaws

Except as provided in the initial bylaws of this corporation, the bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by the affirmative vote of two-thirds (2/3) of the directors of this corporation present at any meeting of the board of directors duly called and convened; provided, however, that a quorum is present at the meeting of the board of directors and notice of the proposed action with respect to the bylaws shall have been mailed by the secretary to all of the members of the board of directors at least ten (10) days before the meeting.

ARTICLE VIII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened; provided, however, that unless then days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.

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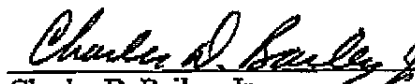
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1. The amendments contained herein were approved and adopted at a duly convened meeting of the directors of the corporation on March 6, 2001. The number of votes cast by the directors in favor of the amendments contained herein was sufficient for approval.
2. There are no members of this corporation; therefore, member action was not required.

IN WITNESS WHEREOF, the Chairman has executed these Articles of Amendment this 26th day of March 2001.


Robert J. Lane
Chairman of the Board

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.


Charles D. Bailey, Jr.
Registered Agent

H01000030468 2

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