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PERRY W. HODGES, JR.

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April 5, 1999

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*****35.00 *****35.00

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: "JERICHO" INTER-FAITH MENTORING PROJECT OF BROWARD
COUNTY, INC.
Our File No. 98-048

Dear Sirs:

Enclosed herein please find two (2) original copies of the Restated Articles of Incorporation for the above referenced corporation along with our check in the sum of \$35.00. Please file these restated articles and return a true copy to this office in the enclosed envelope.

Thank you for your attention to this matter. If you have any questions, please contact this office.

Sincerely yours,

Bernita N. Blanton

BERNITA N. BLANTON
Legal Assistant

/bnb
enclosures

*Spoke to Perry Hodges
4-13-99 about date of
Adoption - DHS
Re state
4-13-99
DHS*

FILED
99 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION
OF
"JERICHO" INTER-FAITH MENTORING PROJECT OF BROWARD COUNTY
(A Florida Nonprofit Corporation)

FILED
99 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be "JERICHO" INTER-FAITH MENTORING PROJECT OF BROWARD COUNTY, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of the Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed for the purpose of charitable engaging in the transaction of any and all activities permitted under the laws of the State of Florida and the United States of America. This corporation will engage in religious, charitable, and/or educational purposes, and will not engage in nonexempt purposes.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE V. MEMBERSHIP

The corporation shall have no members, as provided in Florida Statutes (1997), ch. 617.0601(1) (a).

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VII. - BOARD OF DIRECTORS

This corporation's Board of Directors shall have six (6) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than Three (3) nor more than Fifteen (15).

The manner of the election of the directors shall be specified in the corporate Bylaws.

The directors named herein, comprising the Board of Directors, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Board of Directors are:

William L. Hinds
20 Northwest 46th Avenue
Plantation, FL 33317

Lennox Powell
2052 Northwest 49th Avenue
Lauderhill, FL 33313

Percy Dixon
5115 Northwest 42nd Avenue
Coconut Creek, FL 33063

James Cox
3601 Davie Boulevard
Fort Lauderdale, FL 33312

Eric H. Jones
5541 Southwest 20th Street
Hollywood, FL 33023

Rick Thompson
3601 Davie Boulevard
Fort Lauderdale, FL 33312

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, and a secretary/treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the _____ officers, shall hold office until the election of officers at the first annual Board of Directors' meeting, or until their successors are elected and qualified.

The names of the _____ officers are:

<u>Office</u>	<u>Name</u>
President	William L. Hinds
Vice President	Lennox Powell
Secretary/Treasurer	Rick Thompson

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be located at 20 Northwest 46th Avenue, Plantation, Florida 33317.

ARTICLE XI. REGISTERED OFFICE & AGENT

The address of this corporation's registered office shall be:
644 Southeast 4th Avenue, Fort Lauderdale, FL 33301.

The name of the individual who shall serve as this corporation's registered agent at that address is:

PERRY W. HODGES, JR., ESQ.

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE XIII. SPECIAL PROVISIONS

A. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIV. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the corporation's Directors for their vote. Such amendments may be adopted by a vote of a majority of the

corporation's Directors.

CERTIFICATION

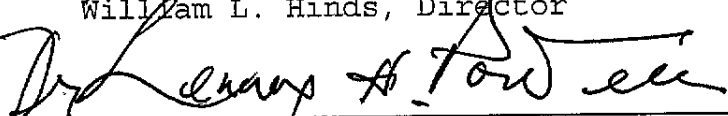
Pursuant to Florida Statutes (1997), ch. 617.1007, and executed in accordance with Florida Statutes, (1997) ch. 617.01201, the Board of Directors of "JERICHO" INTER-FAITH MENTORING PROJECT OF BROWARD COUNTY, INC. certify the following:

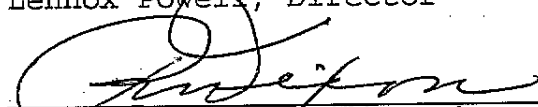
1. This not-for-profit corporation does not have members, and therefore, the above amendments to the corporation's Articles of Incorporation do not require member approval;

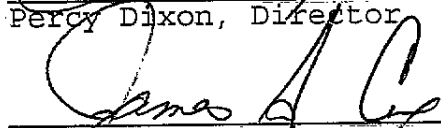
2. The board of directors adopts this restatement on 4-5-99;

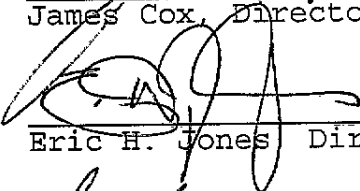
3. These duly adopted Restated Articles supersede the original Articles of Incorporation and any and all amendments to them.


William L. Hinds, Director


Lennox Powell, Director

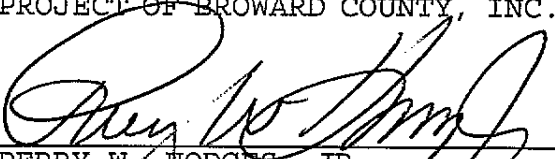

Percy Dixon, Director


James Cox, Director


Eric H. Jones, Director

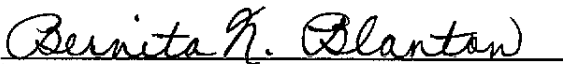

Rick Thompson, Director

I hereby accept my designation as registered agent and agree to serve as the registered agent of "JERICH0" INTER-FAITH MENTORING PROJECT OF BROWARD COUNTY, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for "JERICH0" INTER-FAITH MENTORING PROJECT OF BROWARD COUNTY, INC.


PERRY W. HODGES, JR.
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

On April 5, 1999, PERRY W. HODGES, JR., designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals designated above as the subscribers to these Restated Articles of Incorporation, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Restated Articles of Incorporation of "JERICH0" INTER-FAITH MENTORING PROJECT OF BROWARD COUNTY, INC.


BERNITA N. BLANTON
Notary Public, State of Florida

My commission expires:

