

N98000001520

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

KIDSANCTUARY, INC.

Certificate of Status	0
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From: Account Name : EDWARDS & ANGELL
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BASIC AMENDMENT

KIDSANCTUARY, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 30, 1998

KIDSANCTUARY, INC.
6465 183RD TRAIL NORTH
LOXAHATCHEE, FL 33470

SUBJECT: KIDSANCTUARY, INC.
REF: N98000001520

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

The first page of the document should be entitled Certificate for Amended and Restated Articles of Incorporation for KIDSANCTUARY, INC. Also, the wording Articles of Amendment should be replaced with Amended and Restated Articles throughout this first page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000022062
Letter Number: 998A00056477

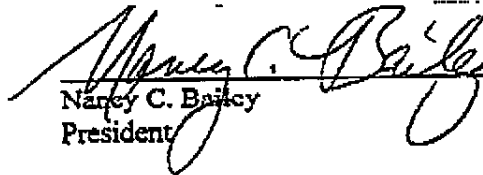
(H98000022062)

ARTICLES OF AMENDMENT AND
RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF
KIDSANCTUARY, INC.

TALLAHASSEE, FLORIDA
SECRETARY OF STATE
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KidSanctuary, Inc., a corporation organized under chapter 617 Florida Statutes hereby adopts the following Amendment and Restatement of its original Articles, filed with the Florida Secretary of State on March 16, 1998:

1. The name of the corporation is KidSanctuary, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form annexed hereto as Exhibit A.
3. Such amendment and restatement was approved by a unanimous consent of the Board of the Directors of the corporation dated as of October 30, 1998.
4. The Corporation has no members entitled to vote on the matter.


Nancy C. Bailey
President

Jonathan E. Cole
Florida Bar #335622
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
561-833-7700

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EXHIBIT A

STATE OF FLORIDA
NON-PROFIT CORPORATION
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KIDSANCTUARY, INC.

KidSanctuary, Inc., a corporation organized under Chapter 617, Florida Statutes, as amended, hereby adopts the following Amended and Restated Articles of Incorporation for such corporation:

FIRST: The name of the corporation is KidSanctuary, Inc. The principal office and mailing address of the corporation shall initially be located at 6465 183rd Trail North, Loxahatchee, FL 33470.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to:

To provide foster care and medical foster care to developmentally and medically challenged children in a secure and caring residential setting;

To provide education, training and respite and other support services for families of developmentally and medically challenged children;

To provide related and ancillary services supporting proper care and support for developmentally and medically challenged children and their families.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

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(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The street address of the registered office of the corporation is c/o Richard Oster, 1186 Ocean Shore Boulevard, Suite 195, Ormond Beach, Florida 32176 and the name of its registered agent at such address is Business Filings, Incorporated.

SIXTH: The names and addresses of the persons who are serving as the directors pursuant to the bylaws of the corporation of the date of filing of these Amended and Restated Articles of Incorporation are:

Nancy C. Bailey
555 S.E. Sixth Avenue, 11-B
Delray Beach, FL 33483

Donna Marks
2066 Laura Lane
West Palm Beach, FL 33415

Al Mann
3264 Cove Road
Tequesta, FL 33469

Sandra Thomas
6196 186th Terrace
N. Loxahatchee, FL 33470

Joan Vokes
500 Fleming Avenue
Greenacres, FL 33463

SEVENTH: The names and addresses of the initial incorporator to the original Articles of Incorporation is Richard Oster, 1186 Ocean Shore Boulevard, Suite 195, Ormond Beach, Florida 32176.