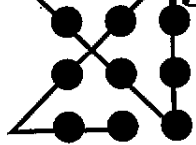


Change Agent



Programs, Inc.

N980000004946

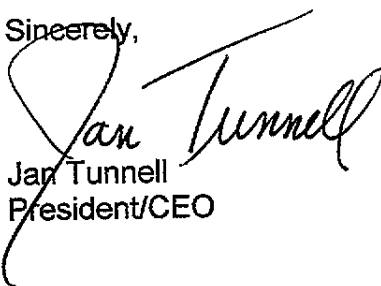
May 10, 1999

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002873371--4
-05/13/99--01020--003
*****35.00 *****35.00

Enclosed is a copy of the revised Articles of Incorporation for Change Agent Programs, Inc. The change is in Section VI, Dissolution. Also enclosed is a check in the amount of \$35.00 for the required amendment fee. I look forward to receiving confirmation of receipt of the changes. Thank you for your assistance.

Sincerely,


Jan Tunnell
President/CEO

enc:

FILED
99 MAY 13 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
5/20/99
SP

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION

FILED
99 MAY 13 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Change Agent Programs, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida non-for-profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

Please see attached:

<u>Article Number</u>	<u>Status</u>
I	Same
II	Same
III	Same
IV	Same
V	Same
VI	Amended; changed provision for Dissolution
VII	Same
VIII	Same

SECOND: The date of adoption of the amendment was: May 10, 1999

THIRD: Adoption of Amendment:

There are no member or members entitled to vote on the amendment. The Board of Directors adopted the amendments.

Change Agent Programs, Inc.


Signature of Officer

PATRICIA A. COEFIELD
Typed or Printed Name

CLERK / SECRETARY
Title

5-11-99
Date

REVISED ARTICLES OF INCORPORATION

ARTICLE I

THE NAME OF THE CORPORATION IS:

Change Agent Programs, Inc.

ARTICLE II

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION:

Initially, the principal place of business of the Corporation shall be:

1338 Roosevelt Avenue
Orlando, FL 32804

Initially, the mailing address of the Corporation shall be:

P.O. Box 540354
Orlando, FL 32854-0354

ARTICLE III

THE SPECIFIC PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED:

This Corporation is organized and operated as an educational and charitable corporation under Florida Statutes, Chapter 617 et seq., and under Section 501(c)(3) of the Internal Revenue Code for the purposes of:

1. Promoting positive lifestyle changes, including reducing drug, tobacco and alcohol use and teenage pregnancy rates, by socializing and training people for job readiness;
2. Enabling people to grow into their life roles in order to become productive employees;
3. Collaborating with agencies to identify and support people whose needs mirror the educational and charitable programs we offer;
4. Coordinating with employers to procure jobs for program participants;
5. Placing program participants in jobs;
6. Offering program participants the educational and charitable support they need to succeed in their jobs;
7. Providing mentors to instruct, educate, and coach program participants;
8. Acting as liaison between employers, mentors, and program participants;
9. Engaging in other activities allowed for not for profit, tax-exempt organizations under the laws of Florida and the Internal Revenue Code, provided such activities are not inconsistent with the purposes stated above.

No part of the Corporation's net profit shall be distributed to its members, directors or officers. Any excess of revenue over expenses shall be dedicated solely to the pursuit of the not for profit educational and charitable, tax exempt purposes of the Corporation.

ARTICLE IV

MANNER IN WHICH THE DIRECTORS WILL BE ELECTED OR APPOINTED:

The incorporator shall appoint three initial directors. Thereafter, all directors shall be appointed or elected as stated in the Bylaws.

ARTICLE V

NAME AND FLORIDA STREET ADDRESS OF THE INITIAL REGISTERED AGENT:

The initial registered agent of the Corporation shall be:

Jan Tunnell, M.S., M.P.H.
1338 Roosevelt Avenue
Orlando, FL 32804

ARTICLE VI

OTHER PROVISIONS:

MEMBERS: All matters relating to members and membership shall be set forth in the corporate by-laws and guided by the purposes stated above.

Nothing in these Articles shall require the Corporation to have members, or more than one class of members, or require the directors to be members.

POWERS:

The Corporation shall have in furtherance of its purposes all of the powers allowed or granted to not for profit corporations under the laws of the State of Florida, including:

1. Have succession by its corporate name in perpetuity;
2. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;
3. Adopt, change, amend and repeal Bylaws, not inconsistent with law or these articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;
4. Increase by a vote as the Bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof;
5. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;
6. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Florida Statutes, Chapter 617, in any state, territory, district or possession of the United States or any foreign country;
7. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

8. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets, so long as these activities do not adversely affect the 501(c)(3) status of the Corporation;
9. Employ or be employed by, contract with, pay or be paid by, or otherwise engage or be engaged by people, organizations, or government or private agencies or entities;
10. Insure or otherwise limit or ameliorate risk;
11. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized; and
12. Any other power necessary and proper and not inconsistent with the purposes stated in these Articles.

The members, if any, and/or directors shall exercise all powers of the Corporation, as set forth in the Bylaws.

PROHIBITIONS:

The Corporation shall not:

1. Inure or distribute any part of its net earnings to the benefit of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above;
2. Carry on propaganda or otherwise attempt to influence legislation, except insubstantially, or unless the Corporation later elects 501(h) status. Nor shall the Corporation 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.
3. Carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION:

To the extent allowable by law, the Corporation shall indemnify its officers, directors and members from liability for any actions taken on behalf of the Corporation in good faith performance of their duties and in pursuit of the purposes stated in these Articles.

DISSOLUTION:

In the event of dissolution, the residual assets of the organization 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 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

FISCAL YEAR:

The fiscal year of the corporation shall end on the last day of the month of June.

ARTICLE VII

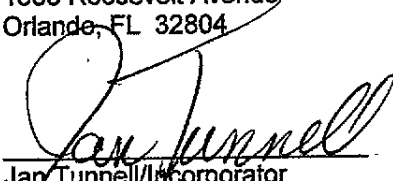
SEVERABILITY OF PROVISIONS OF THESE ARTICLES:

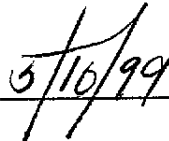
The provisions of these Articles shall be severable. The invalidity of any provisions in these Articles by operation of law shall not affect the validity of the remaining provisions.

ARTICLE VIII

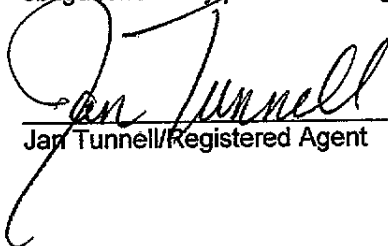
NAME AND FLORIDA STREET ADDRESS AND SIGNATURE OF THE INCORPORATOR:

Jan Tunnell, M.S., M.P.H.
1338 Roosevelt Avenue
Orlando, FL 32804


Jan Tunnell/Incorporator


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jan Tunnell/Registered Agent


Date