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BASIC AMENDMENT

GINFL SERVICES, INC.

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Amended & Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GINFL SERVICES, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned President of GINFL SERVICES, Inc., a Florida not-for-profit corporation, hereby certifies that the corporation has no members and that all members of the Board of Directors of the corporation entitled to vote did on the 20th day of MARCH, 2000, adopting the following Amended and Restated Articles of Incorporation.

ARTICLE I
Name

The name of this corporation is GINFL SERVICES, INC.

ARTICLE II
Principal Office or Mailing Address

The principal office of the corporation is located at, and its mailing address is, 4527 Lenox Avenue, Jacksonville, Florida 32205.

ARTICLE III
Purposes

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable and educational purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Without limiting the generality of the foregoing, the purpose of the corporation is to serve individuals with severe disabilities by providing transitional employment opportunities and employment and support services to enable individuals with severe disabilities to train and work in an integrated work environment within the northeast region of Florida.

ARTICLE IV
Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

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Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, shareholders, directors, officers, or any other individual or person; provided however, 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 in Article III of these Articles; and

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V
Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

(b) The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3). The directors shall be elected by the Board of Directors in such manner as shall be provided in the Bylaws.

(c) Each member of the Board of Directors shall serve a term of one (1) year.

(d) The names and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

<u>Name</u>	<u>Address</u>
Randolph Moorer	10407 Centurion Parkway, North Jacksonville, Florida 32245
Doug Olsen	3939 Roosevelt Boulevard Jacksonville, Florida 32205

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Leland Wilson

5321 Rollins Avenue
Jacksonville, Florida 32207

J. Douglas Duncan, Jr.

9469 Eastport Road
Jacksonville, Florida 32218

ARTICLE VI
Officers

(a) The officers of the corporation shall be a President, a Chair of Employment and Training, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the Board of Directors at its annual meeting.

(c) The following persons shall serve as officers of the corporation until their successors are elected:

<u>OFFICE</u>	<u>NAME</u>
President	Randolph Mooror
Chair of Employment and Training	Doug Olson
Treasurer	Leland Wilson
Secretary	J. Douglas Duncan, Jr.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5321 Rollins Avenue, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Leland Wilson.

ARTICLE VIII
Incorporator

The name and address of the subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
Michael R. Leas	1 Independent Drive, Suite 2600 Jacksonville, Florida 32202

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ARTICLE IX
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X
Members

This corporation shall have no members.

ARTICLE XI
By-Laws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE XII
Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII
Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed to Goodwill Industries of North Florida, Inc. ("Goodwill"), or in the event that Goodwill ceases to exist or is not an organization qualified for exemption under Section 501(c)(3) of the Code at the time of such distribution, then the distribution shall be made as

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determine by the Board of Directors in the manner to best accomplish the religious, charitable and educational purposes of the corporation, provided that such distributions shall be made:

(a) To one or more organizations qualified under Section 501(c)(3) of the Code where purposes are similar to the religious, charitable and educational purposes of the corporation;

(b) To the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the corporation consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or

(c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the corporation.

ARTICLE XIV

Limitations on Corporate Power

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE XV

Indemnification

The corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the

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corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170 (c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned officer, has made, signed and hereby acknowledged these Amended and Restated Articles of Incorporation this 20th day of MARCH, 2000.



RANDOLPH MOORER, President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That GINFL SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Leland Wilson, located at 5321 Rollins Avenue, at the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LELAND WILSON
(Resident Agent)

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