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12/19/16

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ABILITIES, INC. OF FLORIDA

To: Department of State, Amendment Section, Division of Corporations  
State of Florida

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Abilities, Inc. of Florida, a Florida not for profit corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Amendment and Restatement of the Corporation amend and restate the Corporation's Articles of Incorporation, as amended. The Articles of Amendment and Restatement contain new amendments to the Corporation's Articles of Incorporation, as amended.

2. The Amended and Restated Articles of Incorporation of the Corporation attached hereto as **Exhibit A** were duly approved by the Corporation's Board of Directors in accordance with the Florida Not for Profit Corporation Act on November 24, 2016. The Corporation has no members.

ABILITIES, INC. OF FLORIDA

Date: Dec. 14 / 2016

By:   
Authorized Officer

Name: David Hodge  
Title: Executive Vice President and Chief  
Financial Officer

**ExhibitA**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ABILITIES, INC. OF FLORIDA**

The undersigned, pursuant to Sections 617.1006 and 617.1007, Florida Statutes, states as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is Abilities, Inc. of Florida (hereinafter called the "Corporation").

**ARTICLE II  
REGISTERED OFFICE AND REGISTERED AGENT; PLACE OF BUSINESS**

(a) The address of the Corporation's registered office in the State of Florida is 2735 Whitney Road, in the City of Clearwater, County of Pinellas, Zip Code 33760. The name of the Corporation's registered agent at that office is Gene Thomas.

(b) The Corporation's principal place of business is located at 2735 Whitney Road, Clearwater, Florida and its mailing address is Post Office Box 542203, Lake Worth, Florida 33454-2203.

**ARTICLE III  
MEMBERS**

The Corporation shall have no members.

**ARTICLE IV  
CORPORATE PURPOSES**

(a) The Corporation is a not-for-profit, non-stock Corporation organized pursuant to the Florida Not For Profit Corporations Act for the purpose of providing opportunities for people with disabilities to be included in community life through employment, training, habilitation, housing and other community and support services.

(b) In furtherance of these purposes, but without limiting the generality of the foregoing, the Corporation may endeavor to:

(i) Establish and maintain a facility or facilities for the training of persons with disabilities sixteen (16) years of age and older who may be received from time to time according to the admission criteria established by the Board of Directors of the Corporation, the Corporation always reserving the right, discretion, and power to accept persons under sixteen (16) years of age;

(ii) Maintain programs of vocational rehabilitation and habilitation designed to support persons with disabilities in their transition to adult living, to increase their overall performance, and to improve their ability to live and work in the environment of their choosing;

(iii) Provide, in connection with its foregoing purposes, employment where gainful occupations can be pursued by persons with disabilities received by the Corporation; and

(iv) Exercise any of its powers herein enumerated in conjunction with any other corporation, society or association having powers and purposes similar to those of this Corporation.

(c) In pursuance of these purposes, the Corporation shall have the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the Florida Not For Profit Corporations Act to do all such acts as are necessary, conducive or convenient to obtain the objectives or purposes of the Corporation herein set forth, to the same extent and as fully as a natural person could or might do, and as are not now forbidden by law or by these Amended and Restated Articles of Incorporation (these "Articles") or by the Amended and Restated Bylaws of the Corporation (the "Bylaws"). The Corporation shall not be authorized to issue capital stock.

(d) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, qualification as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future U.S. federal tax laws) (the "Code").

**ARTICLE V  
NOT-FOR-PROFIT STATUS**

(a) The Corporation shall not be operated for the purpose of carrying on a trade or business for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article IV hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent participate or intervene in (including by publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLEVI  
GIFTS AND DONATIONS**

Subject always to the restrictions of these Articles, the Corporation may receive, acquire or take by gift, grant, devise, bequest or otherwise all real, personal, and mixed property, tangible or intangible, of every kind and description, wheresoever the same may be situated and without limit as to amount, including, without limitation, money, lands, buildings, mortgages, shares, stocks, debentures or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the Corporation's business, to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise use or dispose of in the best interests of the Corporation.

**ARTICLEVII  
BOARD OF DIRECTORS**

The direction and management of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors of the Corporation and the manner in which they are elected shall be determined as set forth in the Bylaws. In addition, if not otherwise a Director, the President of the Corporation shall be an ex officio member of the Board of Directors with no right to vote at, but with the right to notice of and attendance at, the meetings of the Board of Directors. Vacancies on the Board of Directors shall be filled in accordance with the Bylaws.

**ARTICLEVIII  
BYLAWS**

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

**ARTICLEIX  
INDEMNIFICATION**

(a) To the fullest extent presently or hereafter permitted by or under the laws of the State of Florida, no present or former director or officer of the Corporation shall be liable to the Corporation for money damages.

(b) The Corporation shall indemnify and advance expenses to any person who at any time was or is a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he

or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other entity or enterprise, against all expenses (including attorneys' fees), liabilities, judgments and amounts paid in settlement actually and reasonably incurred by him or her in connection with or in the defense or settlement of the action, suit, or proceeding, to the maximum extent presently or hereafter permitted, provided, or required by or under the laws of the State of Florida in effect from time to time; provided, that such expenses, liabilities, judgments and amounts paid in settlement were not incurred because of the indemnitees' willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses reasonably incurred by a director, officer, employee or agent in a proceeding as described above upon receipt of an undertaking from such director, officer, employee or agent to repay the same if it is ultimately determined that such director, officer, employee or agent is not entitled to indemnification.

(c) The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, vote of the Board of Directors, or otherwise, including rights under any insurance policy that may be purchased by the Corporation to the extent permitted by the laws of the State of Florida as they presently exist or hereafter may be amended. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of heirs, executors, and administrators of such a person.

(d) The Corporation, acting by or through the Board of Directors, shall endeavor to purchase and maintain, in continuous force and effect, a suitable policy or policies of officer and director liability insurance covering, at a minimum, all persons referred to in (b) above, against any liability asserted against or incurred by such person in any such capacity or status.

(c) Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, any person existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

#### **ARTICLE X DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the just debts and liabilities of the Corporation, distribute all assets of the Corporation exclusively to such organizations formed and operated for charitable, educational, religious, literary or scientific purposes as shall at that time qualify as exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

**ARTICLE XI  
AMENDMENTS OF ARTICLES**

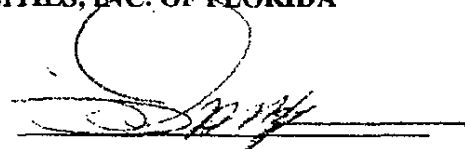
These Articles may be amended by two thirds (2/3) vote of all elected Directors.

\* \* \* \* \*

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14<sup>th</sup> day of  
December, 2016.

**ABILITIES, INC. OF FLORIDA**

By:  
Name:  
Title:



David H. Hodge  
EV & CFO