



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 2, 2005

CATHY SCHROEDER
FLORIDA CHILDREN'S FORUM, INC.
2807 REMINGTON GREEN CIRCLE
TALLAHASSEE, FL 32308

Re: Document Number N32477

The Amended and Restated Articles of Incorporation for FLORIDA CHILDRENS FORUM, INC. which changed its name to CHILDREN'S FORUM, INC., a Florida corporation, were filed on February 25, 2005.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Alan Crum
Document Specialist
Division of Corporations

Letter Number: 805A00014501

State of Florida



Department of State

I certify from the records of this office that CHILDREN'S FORUM, INC. is a corporation organized under the laws of the State of Florida, filed on May 24, 1989.

The document number of this corporation is N32477.

I further certify that said corporation has paid all fees due this office through December 31, 2004, that its most recent annual report/uniform business report was filed on April 12, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Second day of March, 2005



CR2EO22 (2-03)

Glenda E. Hood
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Secretary of State

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
FLORIDA CHILDRENS FORUM, INC.
(A Non-Profit Corporation)

FILED
05 FEB 25 AM 11:21
RECORDING OFFICE
TALLAHASSEE, FLORIDA

We, the undersigned, President and Chief Operating Officer of the Florida Children's Forum, Inc., a Florida not-for-profit corporation, organized under the laws of the State of Florida on May 24, 1989, hereby amend and restate the Articles of Incorporation pursuant to resolutions adopted by the Board of Directors, the same being the Amendment to the Articles of Incorporation, as follows:

Article I - Name

The present name of the Corporation is Florida Childrens Forum, Inc. The new name of the Corporation is CHILDREN'S FORUM, INC.

Article II - Duration

The term of existence of the Corporation is perpetual; and the Corporation's existence shall commence upon the filing of these Articles by the Department of State.

Article III - Purposes

(1) The Corporation is organized for educational and charitable purposes within the meaning of Section 501 (c) (3) or the Internal Revenue Code of 1986, including the coordination of child care consultation and information for the benefit of parents, children, and child day care providers.

(2) Notwithstanding Paragraph (1), no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(7) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code and said Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, disposed of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The qualifications for members and the manner of admission shall be regulated by the Bylaws.

All amendments included herein have been adopted pursuant to section 617.0201(4), F.S.

Article IV – Scope of Activity

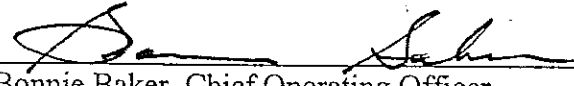
The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

WHEREFORE, the said Corporation has caused its corporate seal to be affixed thereto, and the Amendment to the Articles of Incorporation have been adopted by the unanimous vote of the Board of Directors of the Corporation. The President and Chief Operating Officer of the Corporation executed these Amended and Restated Articles of Incorporation on this 22nd day of February 2005. This amendment was adopted on the 22nd day of February 2005.



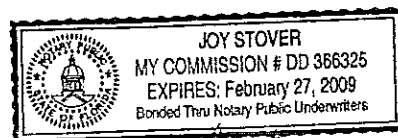
Phyllis Kalifeh, President

2/22/05
Date



Bonnie Baker, Chief Operating Officer

2/22/05
Date





Articles of Amendment
to
Articles of Incorporation
of
Florida Children's Forum, Inc.
N32477

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):
Children's Forum, Inc.

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

The date of adoption of the amendment(s) was: **February 22, 2005**

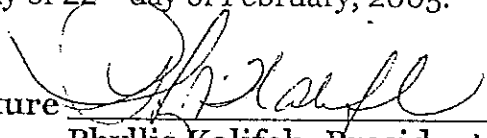
Effective date if applicable: **February 22, 2005**

Adoption of Amendment(s)

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed this day of 22nd day of February, 2005.

Signature



Phyllis Kalifeh, President