

Filing Fee: \$50.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2007 AUG 23 AM 10:20
SECRETARY OF STATE
CORPORATIONS DIV

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Youth Villages, Inc.
- 2. It is incorporated under the laws of the State of Tennessee
- 3. The date of its incorporation is 01/08/1987
- 4. The address of its principal office in the state or country under the laws of which it is incorporated is:

5. The address of its proposed registered office in Rhode Island is 131 Raphael Avenue
(Street Address, not P.O. Box)
Providence, RI 02904 and the name of its proposed registered agent in
(City/Town) (Zip Code)
 Rhode Island at that address is Matthew Stone
(Name of Agent)

6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
To provide mental health services to children and their families

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By Am.F.
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7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	<u>See attached</u>	_____
Director	_____	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/22/07

Youth Villages, Inc.
Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] **AND** [Signature]
 Secretary or Assistant Secretary (check one)

**Youth Villages
Board of Directors**

Mr. Jim Barton, Jr.
Vice President
Southeastern Asset Management
6410 Poplar Avenue Suite 900
Memphis, TN 38119
Phone: 901-818-5151
Fax: 901-260-0851
jbarton@llpf.com

Mr. Harold Byrd
President
Bank of Bartlett
6281 Stage Road
Bartlett, TN 38134
Phone: 901-382-6657
Fax: 901-382-6653
hbyrd@bankofbartlett.com

Mr. Mike Bruns
President
Comtrak, Inc.
P.O. Box 750897
Memphis, TN 38175-0897
Phone: 901-541-8068
Fax: 901-541-8030
mike.bruns@comtrakinc.com
Current Board Chairman

Mr. Nick Clark
Partner
Clark & Clark
6745 Lenox Center Court Suite 100
Memphis, TN 38115
Phone: 901-537-2206
Fax: 901-537-0020
nick@clarkandclark.com
Current Board Treasurer

Mr. Eric Bolton
Chairman of the Board/CEO
Mid-America Apartment Communities
6584 Poplar Avenue Suite 300
Memphis, TN 38138
Phone: 901-682-6600
Fax: 901-682-6667
eric.bolton@maac.net

Ms. Mary Cooper
626 Gen. George Patton Dr.
Nashville, TN 37221
Phone: 615-646-6226
Fax: 615-662-3666
proudmeme2@aol.com

Mr. Paul Bower
Chairman, Chief Executive Officer and
President
Education Realty Trust
530 Oak Court Drive Suite 300
Memphis, TN 38117
Phone: 901-259-2501
Fax: 901-259-2594
pbower@edrtrust.com

Ms. Brenda Johnson
Grants Coordinator
Juvenile Court of Memphis &
Shelby County
616 Adams Avenue
Memphis, TN 38105
Phone: 901-405-8433
Fax: 901-405-8839
johnso-b@shelbyjuvenilecourt.com

Judge Joyce Broffitt
Judge Criminal Division
201 Poplar Ave. LL56
Memphis, TN 38103
Phone: 901-545-5275
Fax: 901-545-3766

Reverend Robert Earl Jones
Pastor
Hill Chapel Missionary
Baptist Church
4523 Raleigh-LaGrange Road
Memphis, TN 38128
Phone: 901-266-3022
Fax: 901-266-3805
pastjn@netscape.net

**Youth Villages
Board of Directors**

Mr. Jimmy Lackie
Owner
Lackie Trading Co.
1025 Cherry Road
Memphis, TN 38117
Phone: 901-818-0840
Fax: 901-818-0410
jdl@lackietrading.com

Ms. Laura Pendergest
Chief Investment Officer
Stanford Financial Group Company
6075 Poplar Avenue Suite 300
Memphis, TN 38119
Phone: 901-537-1622
Fax: 901-537-1625
lpendergest@stanfordeagle.com

Mr. Bob Loeb
Owner
Loeb Properties, Inc.
5264 Poplar Ave.
Memphis, TN 38119
Phone: 901-761-3333
Fax: 901-767-8071
reloeb@loebproperties.com

Mr. Johnny Pitts
Partner
Lipscomb & Pitts Insurance Co.
2670 Union Avenue Ext. Suite 200
Memphis, TN 38112-4416
Phone: 321-1011
Fax: 321-1099
jrp@lpinsurance.com

Mr. Kenneth May
Executive VP & COO
FedEx Kinko's
Galleria III 13155 Noel Road Ste. 1600
Dallas, TX 75240
Phone: 214-550-7800
Fax: 214-550-7770
ken.may@fedexkinkos.com

Mr. Ray Pohlman
V.P. Government & Community
Relations
Auto Zone
123 South Front Street
Memphis, TN 38103
Phone: 901-495-7962
ray.pohlman@autozone.com

Mr. William Menkel
President and CEO
First Trust Bank
1000 Ridgeway Loop Road Suite 301
Memphis, TN 38120
Phone: 901-259-5430
Fax: 901-259-5630
bill.menkel@1sttrustbank.org

Mr. Mark Prudhomme
Northwestern Mutual Life Insurance
3071 Honey Tree Drive
Germantown, TN 38138
Phone: 901-752-0475
Fax: 901-752-8609
mark.prudhomme@nmfn.com

Mr. Jim Parrish
President Private Client Group
Morgan Keegan and Company
Morgan Keegan Tower 50 N. Front Street
21st Floor
Memphis, TN 38103
Phone: 901-531-3326
Fax: 901-529-5344
james.parrish@morgankeegan.com
Current Board Vice Chairman

Mr. Ronnie Randall
Chairman
Kele, Inc.
3300 Brother Blvd.
Bartlett, TN 38133
Phone: 901-382-4300
Fax: 901-388-4969
ronr@kele.com

November 21, 2006

**Youth Villages
Board of Directors**

Mr. Bill Reeser
St. Jude
501 St. Jude Place
Memphis, TN 38105
Phone: 901-578-2115
Fax: 901-578-2810
bill.reeser@stjude.org

Mr. Kenneth Reeves
Global/Enterprise Business Manager
International Paper Company
6400 Poplar Avenue
Memphis, TN 38197
Phone: 901-419-7073
ken.reeves@ipaper.com

Ms. Betsy Walkup
3710 Richland Ave.
Nashville, TN 37205
Phone: 615-269-4295
Fax: 615-386-3870
betsywalkup@comcast.net

Mr. Todd Watson
Owner
Armstrong Relocation
3927 Winchester
Memphis, TN 38118
Phone: 901-367-3000
Fax: 901-367-3091
toddwatson@goarmstrong.com
Current Board Secretary

Mr. George White
Managing Member
Wellspring Management, LLC
1790 Kirby Parkway Suite 127
Memphis, TN 38138
Phone: 901-753-1046
Fax: 901-753-1758
george@wellspringmgt.com
Current Board

November 21, 2006

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 08/16/2007
 REQUEST NUMBER: 07228503

CHARTER/QUALIFICATION DATE: 01/08/1987
 STATUS: ACTIVE
 CORPORATE EXPIRATION DATE: PERPETUAL
 CONTROL NUMBER: 0182959
 JURISDICTION: TENNESSEE

TO:
 NICOLE TRUHE
 2020 N 14TH ST
 STE 310
 ARLINGTON, VA 22201

REQUESTED BY:
 NICOLE TRUHE
 2020 N 14TH ST
 STE 310
 ARLINGTON, VA 22201

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

 "YOUTH VILLAGES, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
 ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
 DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION										
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC		
660 02754	01/08/1987	CHART-NONPROFIT											
666 00268	01/29/1987	MERGER											
794-1583	03/31/1988	RESTATE CHART											
1851-0435	07/19/1990	AMEND-CHARTER				X							
2255-0858	08/29/1991	AN RPT/AGENT					X				X		X
5851-0424	08/22/2006	AN RPT/AGENT				X	X				X		

 FOR: REQUEST FOR COPIES

ON DATE: 08/16/07

FEEES

FROM:
 YOUTH VILLAGES, INC.
 P.O. BOX 341154
 MEMPHIS, TN 38184-0000

RECEIVED: \$20.00 \$0.00
 TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00004255401
 ACCOUNT NUMBER: 00072640



SS-4458

Riley C Darnell

RILEY C. DARNELL
 SECRETARY OF STATE

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SECRETARY OF STATE

1987 JAN -8 PM 1:00

CHARTER
OF
YOUTH VILLAGES, INC.

The undersigned natural persons, having capacity to contract and acting as the Incorporators of a corporation under the Tennessee General Corporation Act, adopt the following Charter for such corporation:

1. The name of the corporation is Youth Villages, Inc.

2. The duration of the corporation is perpetual.

3. The address of the principal office of the corporation in the State of Tennessee shall be:

2921 Bekemeyer
Arlington, Shelby County, Tennessee 38002

4. The corporation is not for profit.

5. The purposes for which the corporation is organized are:

(a) To provide youth with an educational experience within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States Internal Revenue Law (said Internal Revenue Code and the provisions of any subsequent United States Internal Revenue Law which correspond with any section of said Internal Revenue Code hereinafter mentioned being hereinafter collectively referred to as "Internal Revenue Code"); to provide instruction, training, guidance, housing, supervision, and qualified instructors and counselors to and for the benefit of interested youth to help them develop and improve their social and educational experience and skills; to provide for the support of any charitable or benevolent undertaking, such as a lodge, house of refuge or corrections or orphan's asylum, and all other objects of like nature for the support and maintenance of a home for care, protection, and refuge for dependent and/or neglected

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 children, particularly teenagers or products of broken homes or
 circumstances, and to encourage said children towards
 social, physical, intellectual, moral spiritual and economical
 improvement; to maintain and operate residential communities
 providing facilities for recreation, instruction and social
 opportunities for youth who, because of their circumstances, are
 otherwise unable to receive such services in the general areas in
 which they live; to promote fellowship and extend
 acquaintanceship by means of social development and to engage
 generally in any causes or objects similar to the above mentioned
 in order to promote cultural, social, literary, and mental
 welfare and protection of youth; and to solicit and receive
 donations in furtherance thereof from individuals, business
 entities, civic and fraternal organizations and foundations.

(b) To acquire (by gift, purchase, exchange or otherwise), own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interest in, deal in and loan or borrow money upon, along or in conjunction with others, real and personal property, tangible or intangible, of every kind, character and description, or any interest therein, in such a manner as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(c) Notwithstanding anything herein to the contrary, the corporation is organized exclusively for charitable and educational purposes and for the prevention of cruelty to children, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(d) Except as provided hereinabove to the contrary and to such extent as a not-for-profit corporation organized under the Tennessee General Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals,

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SECRETARY and everything necessary, suitable, convenient, or proper
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in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation and in general to do any and all things and exercise any and all powers, rights, and privileges which a not-for-profit corporation may now or hereafter be organized to do or to exercise under the Tennessee General Corporation Act or under any act amendatory thereof, supplemental thereto, or substituted therefor.

6. This corporation is to have no members.

7. Other provisions:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 5 hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(b) 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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations

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organized and operating exclusively for charitable, religious, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the 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 operated exclusively for such purposes.

(c) Notwithstanding anything herein to the contrary, at any time during which it is deemed a private foundation, the corporation shall distribute its income for 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; the corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; the corporation shall not make any investments in such manner as to subject the corporation to the tax under Section 4944 of the Internal Revenue Code; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(d) The Board of Directors of this corporation shall have authority to act by written consent pursuant to T.C.A. §48-1-1402.


(e) The corporation shall not encumber or dispose of those certain tracts of land located in Shelby County, Tennessee now owned or hereafter acquired by the corporation which are more particularly described in Warranty Deed of record in Book 5676, page 314 in the Register's Office of Shelby County, Tennessee and Warranty Deeds of record as Instrument Nos. E9 2929 and H3 9168 in said Register's Office without the affirmative vote of seventy-five percent (75%) of the members of the Board of

650 2758

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SECRETARY Directors then serving the corporation; and this provision of the
1987 JAN 24 11:00 AM shall not be amended or deleted without a like vote of
said Board of Directors.

Dated: January 7, 1987.


James C. Piccolo


Timothy Edwards


Michael V. Warr


Christian Saenger

INCORPORATORS

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SECRETARY OF STATE

1987 JAN -8 PM 1:00

DESIGNATION
OF
REGISTERED AGENT
OF
YOUTH VILLAGES, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-1-1201 of the Tennessee General Corporation Act, the undersigned incorporators of a domestic corporation being organized under the Act submit the following statement for the purpose of designating the registered agent for the corporation in the State of Tennessee:

1. The name of the corporation is Youth Villages, Inc.
2. The name and street address of its registered agent in the State of Tennessee shall be:

Patrick Lawler
2921 Bekemeyer
Arlington, Shelby County, Tennessee 38002

Dated January 7, 1987.


James C. Pickle


Timothy Edwards


Michael V. Warr


Christian Saenger

INCORPORATORS

568 0268

SECRETARY

ARTICLES OF MERGER OF
DOMESTIC NOT-FOR-PROFIT CORPORATIONS
INTO
YOUTH VILLAGES, INC.

Pursuant to provisions of Section 48-1- of the Tennessee General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The attached Plan of Merger was adopted by each of the undersigned corporations in the manner prescribed by the Tennessee General Corporation Act.
2. As to Memphis Boys Town, Inc., the plan was duly adopted at a joint meeting of the members and Board of Directors on January 20, 1987.
3. As to Dogwood Village of Memphis - Shelby County, Inc., the plan was duly adopted at a special joint meeting of the members and Board of Directors on January 20, 1987.
4. As to Youth Villages, Inc., the plan was duly adopted at a special meeting of the Board of Directors on January 20, 1987, the said Youth Villages, Inc. being a Tennessee not-for-profit corporation which has no members.
5. The Merger is to be effective February 1, 1987.

Dated January 20, 1987.

MEMPHIS BOYS TOWN, INC.

By: Wanda
Title: President

DOGWOOD VILLAGE OF MEMPHIS -
SHELBY COUNTY, INC.

By: James C. Pullie
Title: Chairman

YOUTH VILLAGES, INC.

By: James C. Pullie
Title: Chairman

888 0289

SECRETARY'S

1987 JAN 29 PM 1:01

PLAN OF MERGER

1. The name of each constituent corporation is:

Memphis Boys Town, Inc.
Dogwood Village of Memphis - Shelby County, Inc.
Youth Villages, Inc.

2. The name of the surviving corporation is:

Youth Villages, Inc.

3. The terms and conditions of the proposed merger are:

1. Upon the effective date of the merger, all of the rights, privileges, immunities, franchises, all property, real, personal and mixed, all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due Memphis Boys Town, Inc., a Tennessee not-for-profit corporation, shall be taken and deemed to be transferred to and vested in the surviving corporation, Youth Villages, Inc., a Tennessee not-for-profit corporation. If assets which were subject to any condition or limitation were held by Memphis Boys Town, Inc., such assets shall continue to be held by Youth Villages, Inc., subject to the same conditions or limitation.

2. Upon the effective date of the merger, all of the rights, privileges, immunities, franchises, all property, real, personal and mixed, all debts due on whatever account, all choses in action and all and every other interest of or belonging to or due Dogwood Village of Memphis - Shelby County, Inc., a Tennessee not-for-profit corporation, shall be taken and deemed to be transferred to and vested in the surviving corporation, Youth Villages, Inc., a Tennessee not-for-profit corporation. If assets which were subject to any condition or limitation were held by Dogwood Village of Memphis - Shelby County, Inc., such assets shall continue to be held by Youth Villages, Inc., subject to the same conditions or limitation.

3. No amendments or changes in the Charter of the surviving corporation are to be effected by this merger.

PLANMERG.YVI

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I, GENTRY CROWELL, Secretary of State, do hereby certify that the ARTICLES OF MERGER and PLAN OF MERGER by and between MEMPHIS BOYS TOWN, INC., a Tennessee Corporation, DOGWOOD VILLAGE OF MEMPHIS-SHELBY COUNTY, INC., a Tennessee Corporation and YOUTH VILLAGES, INC., a Tennessee Corporation, merging into a Single Corporation YOUTH VILLAGES, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation, with a certificate attached, the foregoing of which is a true copy, was this day registered by me. This the 29th day of January, 1987.

GENTRY CROWELL

Secretary of State

FEE: \$50.00

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GENTRY CROWELL
SECRETARY OF STATE

1988 MAR 31 11:52 AM

RESTATED
CHARTER
OF
YOUTH VILLAGES, INC.

Pursuant to the provisions of Section 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned nonprofit corporation adopts the following Restated Charter for the above listed corporation:

1. The name of the corporation is Youth Villages, Inc.
2. This corporation is a public benefit corporation.
3. (a) The complete address of the corporation's registered office in Tennessee is 2921 Bekemeyer, Arlington, Shelby County, Tennessee 38002.
(b) The name of the registered agent, to be located at the address listed in 3(a), is Patrick Lawler.
4. The complete address of the corporation's principal office is 2921 Bekemeyer, Arlington, Shelby County, Tennessee 38002.
5. The corporation is not for profit.
6. The corporation will not have members.
7. (a) 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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, religious, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the county in

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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 operated exclusively for such purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 8 hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) Notwithstanding anything herein to the contrary, at any time during which it is deemed a private foundation, the corporation shall distribute its income for 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; the corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; the corporation shall not make any investments in such manner as to subject the corporation to the tax under Section 4944 of the Internal Revenue Code; and the

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GENEY CROWLEY
SECRETARY OF STATE

FORM 1.5.8.5

Corporation shall not make any taxable expenditures as defined in Section 1945(d) of the Internal Revenue Code.

(d) The Board of Directors of this corporation shall have authority to act by written consent pursuant to T.C.A. 548-58-202.

8. The purposes for which the corporation is organized are:

(a) To provide youth with an educational experience within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States Internal Revenue Law (said Internal Revenue Code and the provisions of any subsequent United States Internal Revenue Law which correspond with any section of said Internal Revenue Code hereinafter mentioned being hereinafter collectively referred to as "Internal Revenue Code"); to provide instruction, training, guidance, housing, supervision, and qualified instructors and counselors to and for the benefit of interested youth to help them develop and improve their social and educational experience and skills; to provide for the support of any charitable or benevolent undertaking, such as a lodge, house of refuge or corrections or orphan's asylum, and all other objects of like nature for the support and maintenance of a home for care, protection, and refuge for dependent and/or neglected children, particularly teenagers or products of broken homes or other circumstances, and to encourage said children towards social, physical, intellectual, moral spiritual and economical improvement; to maintain and operate residential communities providing facilities for recreation, instruction and social opportunities for youth who, because of their circumstances, are otherwise unable to receive such services in the general areas in which they live; to promote fellowship and extend acquaintanceship by means of social development and to engage generally in any causes or objects similar to the above mentioned in order to promote cultural, social, literary, and mental welfare and protection of youth; and to solicit and receive

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SECRETARY OF STATE

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donations in furtherance thereof from individuals, business entities, civic and fraternal organizations and foundations.

(b) To acquire (by gift, purchase, exchange or otherwise), own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interest in, deal in and loan or borrow money upon, along or in conjunction with others, real and personal property, tangible or intangible, of every kind, character and description, or any interest therein, in such a manner as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(c) Notwithstanding anything herein to the contrary, the corporation is organized exclusively for charitable and educational purposes and for the prevention of cruelty to children, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(d) Except as provided hereinabove to the contrary and to such extent as a not-for-profit corporation organized under the Tennessee General Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation and in general to do any and all things and exercise any and all powers, rights, and privileges which a not-for-profit corporation may now or hereafter be organized to do or to exercise under the Tennessee General Corporation Act or under any act amendatory thereof, supplemental thereto, or substituted therefor.

9. The corporation shall not encumber or dispose of those certain tracts of land located in Shelby County, Tennessee

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STATE OF TENNESSEE

now owned by
88 MAR 31 1988
PARTY GUNWELL
SECRETARY OF STATE

1988 11 13 13 7

of hereafter acquired by the corporation which are more
described in Warranty Deed of record in Book 5676,
Page 314 in the Register's Office of Shelby County, Tennessee and
Warranty Deeds of record as Instrument Nos. E9 2929 and H3 9168
in said Register's Office without the affirmative vote of
seventy-five percent (75%) of the members of the Board of
Directors then serving the corporation; and this provision of the
Restated Charter shall not be amended or deleted without a like
vote of said Board of Directors.

10. No Director of this corporation shall be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as a Director, except: (i) for any breach of the Director's duty of loyalty to the corporation or its members, if any; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for unlawful distributions under Section 48-58-304 of the Tennessee Nonprofit Corporation Act.

Dated: 3-17, 1988.

By: M. Petrangola

Title: Chairman



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

