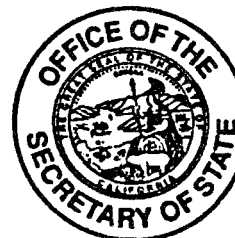


ORIGINAL



State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 12 2006

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN - 5 2006

**CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROSSROADS DIVERSIFIED SERVICES, INC.**

The undersigned certify that:

1. They are the Chairperson of the Board and the Secretary, respectively, of CROSSROADS DIVERSIFIED SERVICES, INC., a California nonprofit public benefit corporation.
2. The Articles of Incorporation are amended and restated to read as follows:

FIRST: The name of this corporation is CROSSROADS DIVERSIFIED SERVICES, INC.

SECOND: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

The specific purposes of this corporation shall be to: (a) design, develop, operate and manage programs and services which provide persons with disabilities, displaced workers and the socially and economically disadvantaged with opportunities to attain their employment, educational, social and personal goals; (b) engage in activities as a means to provide employment opportunities to persons with disabilities, displaced workers and the socially and economically disadvantaged, and otherwise enable the corporation to carry out the purposes described in (a); and (c) carry on other charitable activities associated with these purposes, as permitted by law.

The general purposes of this corporation shall be to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, and to engage in any lawful activity necessary, incidental, or conducive to the attainment of the purposes described above, or which may be carried on or done in connection therewith.

THIRD: This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding

provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2), or the corresponding provision of any future United States internal revenue law.

FOURTH: (a) All property of this corporation is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this corporation shall inure to the benefit of any director, trustee, officer, private shareholder or member, or to individuals.

(b) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future federal internal revenue law, and which satisfies the requirements of California Revenue and Taxation Code section 214.

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

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 13, 2005



Jeff Crawford, Chairperson of the Board



Meg McGowen, Secretary

