

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAREFORTHETROOPS, INC.**

(A Georgia Not For Profit Corporation)

Pursuant to the Georgia Corporation Code, the Articles of Incorporation of CareForTheTroops, Inc., are amended and restated as set forth below.

ARTICLE I. NAME

The name of the corporation is CareForTheTroops, Inc.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to provisions of the Georgia Nonprofit Corporation Code as amended.

ARTICLE III. REGISTERED AGENT & INCORPORATOR

The street address of the registered office is 5605 Glenridge Drive, Suite 900, Atlanta, Georgia in Fulton County. The registered agent at such address is William D. Harrison, Esq..

The street address of the incorporator is 5605 Glenridge Drive, Suite 900, Atlanta, Georgia 30342 in Fulton County. The Incorporator's name is M. Andrew Riddle, Esq.

ARTICLE IV. PURPOSES

The Corporation is organized exclusively for charitable purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"), including, but not limited to, training therapists to work with the families of deceased or injured military veterans. Subject to the foregoing, the Corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Nonprofit Corporation Code.

ARTICLE V. DURATION

The corporation shall have perpetual duration.

ARTICLE VI. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the

corporation shall inure to the benefit of, or be distributable to, its 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. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VII. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than four (4) and not more than twelve (12) Directors. The initial directors shall be Rev. Robert Certain, Peter McCall, William Harrison, William Matson, and Alan Baroody.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of board of directors under the laws of the State of Georgia and the United States, as well as such other rights and authorities as are herein granted.

Section 3. Term. The term of each member of the Board of Directors shall be established by the Bylaws.

Section 4. Election. Directors shall be elected as established in the Bylaws.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation in any way not inconsistent with relevant portions of the Code, the laws of the State of Georgia or the United States, upon the vote of a majority of the Directors.

Section 6. Liability. No director of the Corporation shall be held personally liable to the Corporation for breach of fiduciary duty as a director except for liability (i) for any breach of a director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transactions from which the director derived an improper personal benefit. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation serving at the time of such repeal or modification.

Section 7. Tax Exempt Purpose. Notwithstanding anything herein to the contrary, the Board shall not be authorized to do any act or activity which is contrary to any purpose for which an organization exempt from tax pursuant to Section 501(c)(3) of the Code may lawfully be organized.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 114-3-302 of the Georgia code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) or 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or to Administer property for the purposes stated in Article IV, including the power to act as trustee.

ARTICLE IX. INDEMNIFICATION

Section 1. Indemnification. This Corporation shall indemnify any director, officer, employee, or agent of the Corporation who was or is threatened to be made a party in any legal proceedings, whether civil, criminal, administrative, or investigative, if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person or persons, as determined by the Directors, whose acts are not in question, or by the legal opinion of independent legal counsel, acted in good faith and in the reasonable belief that the actions were in or not opposed to the best interests of the Corporation.

Section 2. Other Rights. The rights conferred in section 1 above shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board, or otherwise.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred in such capacity, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of this Section.

ARTICLE X. DISSOLUTION

The Board of Directors may approve that the Corporation cease corporate activities and dissolve and liquidate, by majority vote of the Board and in compliance with the Bylaws. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation

exclusively for the purposes of the corporation in the manner determined by the board of directors, or dispose of all such assets to such organization or organizations organized and operated exclusively for religious, charitable, educational, literary 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 provision of any future United States internal revenue law), and the corresponding Georgia statute, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office (or if none, the registered 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 and at the time qualify as exempt under Section 501(c)(3) (or the corresponding provision of any future United States internal revenue law).

ARTICLE XI. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XII shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941 of the Internal Revenue Code; (2) distribute its income for taxable year for the purposes specified in Article IV herein at such, in such manner, and in such amount as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holding" (as defined in Section 4943(c) of the Internal Revenue Code that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article XII to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XII. ADOPTION OF AMENDMENTS

This Amendment was duly adopted on July 24, 2008 by the incorporators pursuant to O.C.G.A. § 14-3-1002.

IN WITNESS WHEREOF, the undersigned Secretary has executed these Amended and Restated Articles of Incorporation, pursuant to the Georgia Nonprofit Corporation Code.

BY: Wilson (SEAL)

Secretary

DATE: 7/24/08

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SECRETARY OF STATE
CORPORATIONS DIVISION