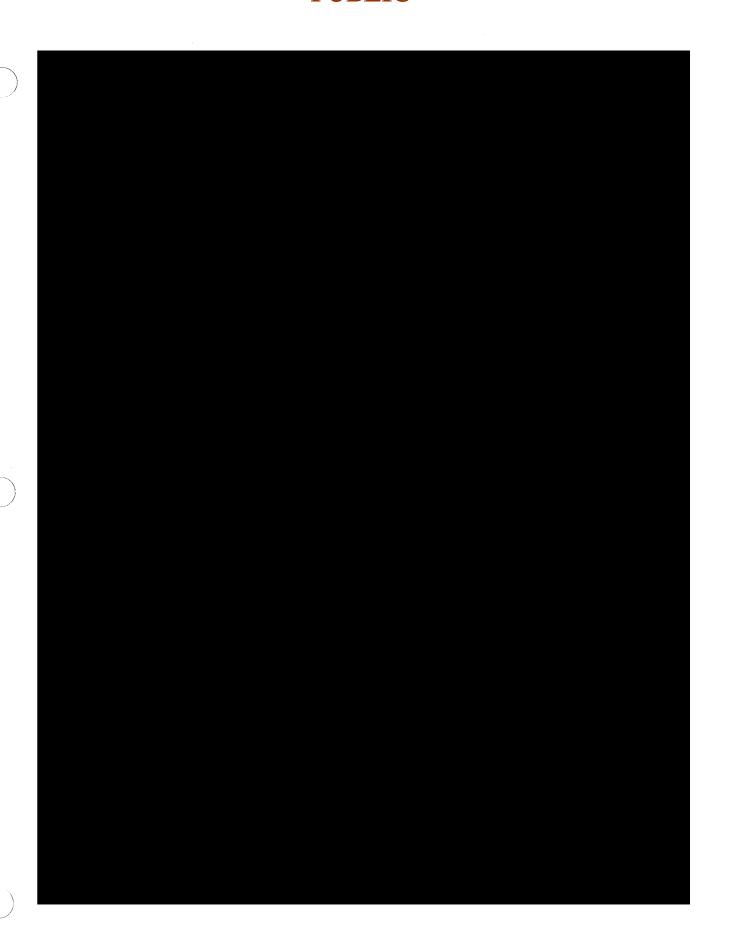
EXHIBIT C

AMENDED AND RESTATED BYLAWS OF RES-CARE FLORIDA, INC. AUGUST 7, 2015

ARTICLE I - OFFICES

1.1 <u>Principal Office</u>. The principal office of the Corporation shall be located in Duisville, Kentucky. The Corporation may have such other offices, either within or outside the Commonwealth of Kentucky, as the business of the Corporation may require from the to time.

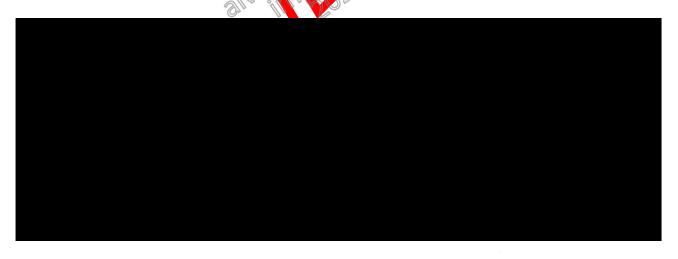


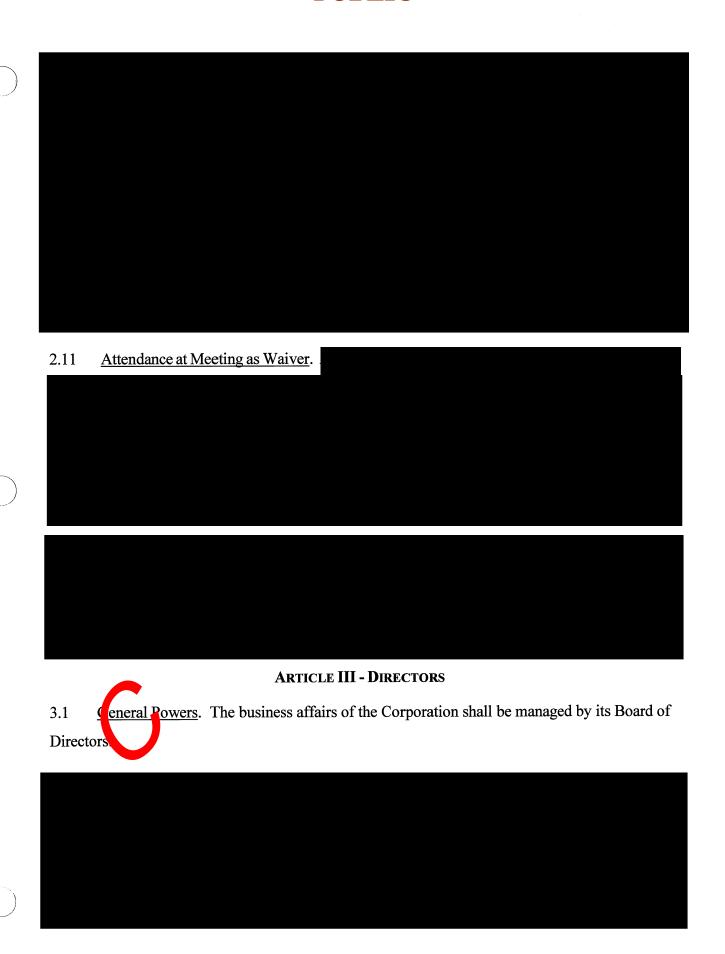


2.5 <u>Meetings by Consent of All Shareholders.</u> If all the shareholders shall meet at any time and place and consent in writing to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.



2.7 <u>Adjournments</u>. Any meeting of shareholders annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereor is annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereor is annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereor is annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereor is annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereor is annual or special, may adjourn from time to reconvene at the same or some other place.





3.3	Removal and Resignations.



3.7 <u>Manner of Acting</u>. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Director control otherwise required by the Articles of Incorporation.





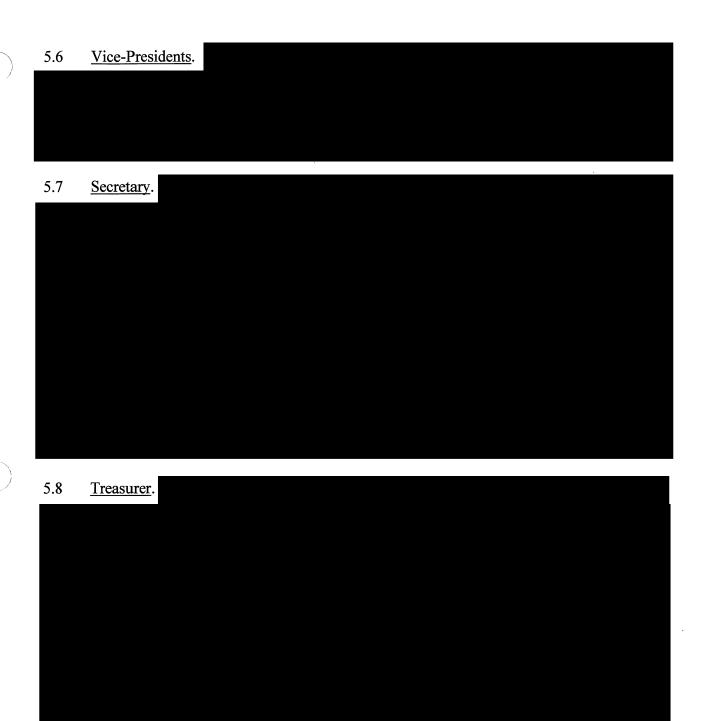
3.11 <u>Action by Written Consent</u>. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by all of the directors.



ARTICLE V - OFFICERS

5.1 <u>Classes.</u>

5.2	Election and Term of Office.	
5.4	<u>Vacancies</u> . A vacancy in any office because of death, resignation, removal, disqualification	
or otherwise may be filled by the Board of Directors for the unexpired portion of the term.		
5.5	<u>President</u> .	



Other Officers; Assistant Officers. If the Board of Directors elects or appoints (i) other officers or (ii) assistants to any other officers, such officers and assistant officers shall exercise such powers and perform such duties as pertain to their respective offices, or as may be conferred upon, or assigned to, them by the President and, in the case of assistant officers, the respective officer to whom they are assistants.

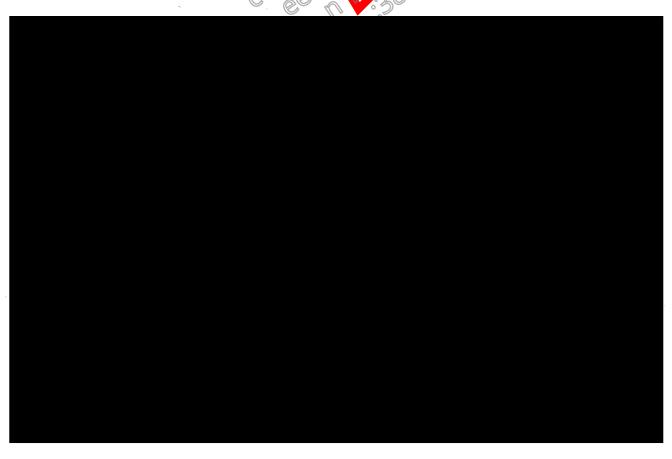
ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

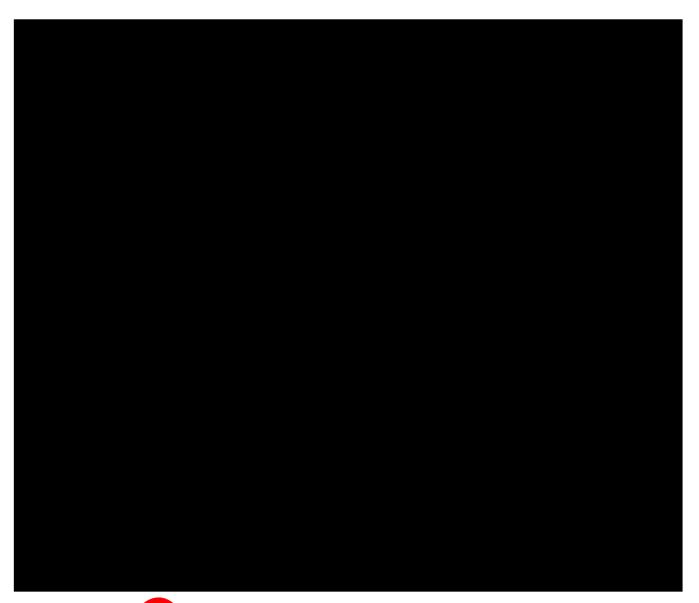
- 6.1 <u>Contracts</u>. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 6.2 <u>Loans and Evidences of Indebtedness</u>. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances. Leans so authorized by the Board of Directors may be effected at any time for the Corporation was any bank, trust company or other institution, or from any firm, corporation or includes. All bonds, debentures, notes and other obligations or evidences of indebtedness of the Corporation issued for such loans shall be made, executed and delivered as the Board of Directors shall authorize. When so authorized by the Board of Directors, any part of or all trube properties, including contract rights, assets, business or goodwill of the Corporation, whether then owned or thereafter acquired, may be mortgaged, pledged, hypothecated or conveyed or as agend in trust as security for the payment of such bonds, debentures, notes and other of agatic is the indences of indebtedness of the Corporation, and of the interest thereon, by instruments executed and delivered in the name of the Corporation.
- 6.3 <u>Checks, Drafts, Etc.</u> Anchecks, anofts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such person or persons and in such manner as may from time to time be designed by the Board of Directors. Such designations may be general or confined to specific instances.

AR VCL VII - CERTIFICATES FOR SHARES AND THEIR TRANSFER

7.1 <u>Certificates for Shares.</u> If requested, every shareholder shall be entitled to have a certificate certifying the number and type of shares of the Corporation owned by him, signed by, or in the name of the Corporation by, either manually or by facsimile, the President or a Vice-President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation. Such certificates shall be in such form as may be determined by the Board of Directors and by the laws of the State of Florida.

- Transfer of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his legal representative who shall furnish proper evidence of authority to transfer, or by his attorney-in-fact thereunto authorized by power of attorney duly executed and filed with the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.
- Lost, Stolen or Destroyed Certificates. A new certificate or certificates may be issued in place of any certificate or certificates theretofore issued by the Corporation are ced to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person laining the certificate of shares to be lost, stolen or destroyed. When issuing a new certificate or certificates, the Corporation, acting through its officers or agents, including any transfer agent or registrar, may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, often or destroyed.





ARTICLE X - MISCELLANEOUS

- 10.1 <u>Amendments</u>. The Board of Directors shall have the power and authority to alter, amend or repeal these Byllws, and to make new Bylaws, by the vote of a majority of the entire Board of Directors, which always to the power of the shareholders to change or repeal such Bylaws.
- 10.2 <u>Fiscal Year</u>. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation.
- 10.3 <u>Seal</u>. The Board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, and other appropriate wording.

- 10.4 <u>Waiver of Notice</u>. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or the Florida Business Corporations Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- 10.5 <u>Form of Records</u>. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clear y legible for a within a reasonable time. The Corporation shall so convert any records so kept up or the request of any person entitled to inspect the same.
- 10.6 <u>Construction</u>. Unless the context specifically require other vise, any reference in these Bylaws to any gender shall include all other genders; my territore to the singular shall include the plural; and any reference to the plural shall include the singular.

The above Amended and Restated Bylons of the Coporation were adopted by the Board of Directors on, and effective as of, August 2015

Steven S. Reed

Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORMAL LIFE OF FLORIDA, INC.

- 1. Name The Corporation's name shall be Normal Life of Florida, Inc. The mailing address is 2950 Breckenridge Lane, Unit 8A, Louisville, KY 40220.
- 2. <u>Purpose</u>. The Corporation's purposes shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
 - 3 Authorized Shares
- Registered Office and Agent. The street address of the Corporation's initial registered office shall be c/o CT Corporation System, 8751

 W. Browned Boulevard, Plantation Florida 33324. The name of the Corporation's initial registered agent at that office shall be CT Corporation System.
- 5. <u>Initial Board of Directors</u> The number of directors constituting the Corporation's initial Board of Directors shall be three. The names and mailing addresses of the members of the initial Board of Directors shall be:

J. Robert Shaver 2950 Breckenridge Lane, Unit 8A Louisville, Kentucky 40220

Kathryn S. Graham 2950 Breckenridge Lane, Unit 8A Louisville, Kentucky 40220

Mary Kay Lamb 2950 Breckenridge Lane, Unit 8A Louisville, Kentucky 40220

6. <u>Incorporator</u> The name and mailing address of the incorporator is Frederic H. Davis, 1600 Citizens Plaza, Louisville, Kentucky 40202.

Frederic H. Davis, Incorporator

Date: July 23, 1991

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORMAL LIFE OF FLORIDA INC.

Acceptance by the registered agent as required in Section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

8. I. Hatfield

Assistant Secretary

DATED: July 22, 1991

Calbin, Reeh Th

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION



NORMAL LIFE OF FLORIDA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Normal Life of Florida, Inc be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is RES-CARE FLORIDA, INC. (hereinafter called the "Corporation")

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 607 of the General Corporation Law of the State of Florida

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 607 of the General Corporation Law of the State of Florida, August 3, 1998.

IN WITNESS WHEREOF, said Normal Life of Florida, Inc. has caused this certificate to be signed by E. Halsey Sandford, its Vice President/Secretary, this 22 day of July, 1998.

NORMAL LIFE OF FLORIDA, INC.

E Halsey Sandford

Vice President, Secretary