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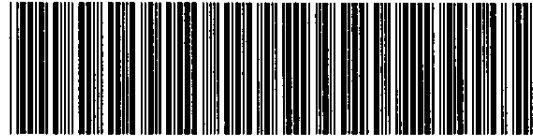
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*Amended and Restated Art*

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*Corrected document  
by telephone call  
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want Bylaws file as  
part of the Amended and  
Restated Articles*

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JAN 23 2013  
T. ROBERTS

*Board of Directors*  
*K.K. Anderson, Sr.*  
*A.L. Kelly*  
*D. Sanchez*  
*T.L. Tyson*  
*H.A. Wilkinson*



Kyle Bedran, Esq.  
Vision for Excellence, Inc.  
407 N. Laura St.  
Jacksonville, FL 32202

1/14/2013

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

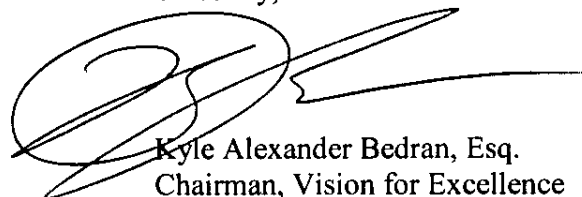
To Whom It May Concern:

Attached you will find the original Articles of Organization and Bylaws for Vision for Excellence, Inc. The organization was incorporated online after careful review and were adopted by the incorporators, the Elected Public Defender of the 4<sup>th</sup> Judicial Circuit, Mr. Matthew Shirk and myself, Kyle Bedran, Esq. The current Articles shown online do not contain all the provisions originally set forth. Please accept these Articles and Bylaws as the correct and true copies for Vision for Excellence, Inc.

To affirm that these are the correct and true copies you will also find a signature from each Board Member, agreeing to such.

If you have any questions or concerns, please contact me at the above listed address or via telephone at 904-502-3327.

Sincerely,



Kyle Alexander Bedran, Esq.  
Chairman, Vision for Excellence

*Amended And Restated Articles*  
**of**

**Vision for Excellence, Inc.**

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**Article I. Name of Corporation**

The name of this Corporation shall be: Vision for Excellence, Inc. ("Corporation")

**Article II. Duration**

The duration of the Corporation shall be perpetual.

**Article III. Place of Business and Mailing Address**

The Corporation's principal place of business and mailing address is: 407 North Laura Street, Jacksonville, FL 32202.

**Article IV. Purpose**

This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as now enacted or hereafter amended, including for such purposes, the making of distributions to organizations that also qualify as section 501(c)(3) exempt organizations. To this end, the Corporation shall use all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

This Corporation's purpose is to prevent and reduce the incidence of juvenile delinquency, crime, and other behavioral problems in youth by providing mentoring, community service, and education that includes life skills training and practical experiences that will develop and strengthen the positive bonds of youth to their families, schools, and communities.

**Article V. Limitations**

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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.

2. 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 or in opposition to any candidate for public office.
3. 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 the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article VI. Directors**

The Board of Directors shall be appointed by Matt A. Shirk. The Board shall consist of no less than five (5) and no more than nine (9) persons. Persons must be employed by The Office of the Public Defender of the Fourth Judicial Circuit of Florida while serving as a director, except in cases deemed reasonable by Matt A. Shirk. Further restrictions may be set forth in the Corporation's By-Laws.

## **Article VII. Initial Directors**

Name: Alton Kelly  
Title: Director  
Address: 407 N. Laura St., Jacksonville, FL 32202

Name: Kendall Anderson  
Title: Director  
Address: 407 N. Laura St., Jacksonville, FL 32202

Name: Denis Sanchez  
Title: Director  
Address: 407 N. Laura St., Jacksonville, FL 32202

Name: Hugh Wilkinson  
Title: Director  
Address: 407 N. Laura St., Jacksonville, FL 32202

Name: Tommie Tyson  
Title: Director  
Address: 407 N. Laura St., Jacksonville, FL 32202

## Article VIII. Registered Agent

The Registered Agent and Registered Office of the Corporation are: Matthew A. Shirk and 221 North Hogan Street, Jacksonville, FL 32202.

## Article IX. Incorporator

The name and address of the Incorporators are: Kyle A. Bedran, 1661 Riverside Ave., Unit #412, Jacksonville, FL 32204 and ~~Matthew A. Shirk, 221 North Hogan Street, Jacksonville, FL 32202.~~


## Article X. Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

## Article XI. Indemnification


Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.


*Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Matthew A. Shirk

12-6-11  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Matthew A. Shirk                      12-6-11  
Date

  
\_\_\_\_\_  
Kyle A. Bedran                      12-6-11  
Date

AMENDED AND RE-STATED ARTICLES

**BYLAWS  
of  
Vision for Excellence, Corp.**

**INTRODUCTION**

1. These bylaws constitute the code of rules adopted by the Vision for Excellence, Corp. for the regulation and management of its affairs.

**MEMBERSHIP**

2. The Corporation shall have no "members".

**DIRECTORS**

3. **Definition of Board of Directors:** The Board of Directors (Board) is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

4. **Qualifications:** Each Director must be employed by The Office of the Public Defender of the Fourth Judicial Circuit, except in cases deemed reasonable by Matt Shirk. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

5. **Number of Directors:** The Board shall consist of no less than five (5) and no more than nine (9) directors. The number of directors may be periodically expanded or reduced by majority vote of the Board or at the discretion of Matt Shirk.

6. **Terms and Election of Directors:** The Directors shall be appointed by Matt Shirk and serve indefinite terms until they resign or are removed in accordance with the provisions of these bylaws.

7. **Procedure at Board Meetings:** The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.

8. **Resignations:** Any Director can resign at any time by delivering a written resignation to the Chairperson of the board or to the Secretary of the Corporation. Resignations of directors shall become effective immediately on the date specified in the written resignation, and vacancies will be deemed to exist as of such effective date.

9. **Removal:** Any director may be removed at any time (with or without cause) by a vote of two thirds (2/3) of the total number of incumbent directors (not counting

vacancies) at a meeting of the board of directors properly called in accordance with the terms of these bylaws, or at the discretion of Matt Shirk (with or without cause).

**10. Vacancies:** Vacancies can be created by death, resignations, removals, an increase in the size of the board of directors, or by vote of two thirds (2/3) of the total number of incumbent Directors. Vacancies on the Board of Directors can only be filled by a majority vote of the remaining Directors, though less than a quorum, with approval from Matt Shirk.

**11. Place of Director's Meetings:** Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted. Meetings may be held via conference call or other similar means provided all Directors agree to such a meeting.

**12. Meetings:** Meetings of the Board of Directors may be called by:

- A. Matt Shirk
- B. the Board of Directors
- C. the Chairperson
- D. the Secretary upon the written request of a majority of directors

**13. Notice of Board Meetings:** Notice of all board meetings shall be given to each board member no less than two (2) days nor more than thirty (30) days prior to the meeting.

**14. Waiver of Notice:** Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

**15. Quorum:** A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

**16. Self Dealing:** No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

## OFFICERS

**17. Roster of Officers:** The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated



duties and functions. At a minimum the Corporation shall have a Chairperson, Secretary, and Treasurer.

**18. Chairperson:** The Chairperson shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order.

**19. Secretary:** The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

**20. Treasurer:** The Treasurer shall make a report at each meeting, will be responsible for keeping an accounting of all financial records, and generally, will perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

**21. Designation of President etc.:** The Board of Directors (Board), in its discretion, may, by Resolution, designate other officers such as a "President", "Executive Director", or "Vice President". Such officers, if so designated, shall have such authority as may be granted from time to time by the board of directors. In the event no "President" or "Executive Director" has been designated by the Board, the Chairperson is to serve as "Executive Director" until such time as the Board, by majority vote, designates a new "Executive Director".

**22. Selection and Removal of Officers:** All officers shall serve at will. The Board of Directors must review its officers once per year. If a majority of the Board finds the officer's performance to be unsatisfactory for the preceding year, the officer may be removed in accordance with the removal procedures stated above. Such removal will be effective on the date of the vote.

Any officer elected or appointed to office may be removed by majority vote of the Board of Directors whenever the best interests of this Corporation will be served. Such removal will be *with prejudice* to any relevant contract rights of such officer if the officer, in the execution of his or her duties has: behaved unlawfully, is under indictment for actions taken as an officer, or has performed unsatisfactorily (as determined by a majority vote of the Board).

### INFORMAL ACTION

**23. Waiver of Notice:** Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such

notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

**24. Action by Consent:** Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

### COMMITTEES

**25. Appointment of Committees:** The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

**26. Executive Committee:** The officers of this Corporation as designated in the bylaws (or, subsequently, by Resolution of the Board of Directors) shall constitute the executive committee. The board of directors may (if it so chooses) adopt a Resolution appointing other persons to serve on the Executive Committee. The Chairperson shall act as chairperson of the Executive Committee. The Executive Committee may assist the Chairperson in preparing agendas for upcoming meetings of the Board of Directors and shall have such other authority as may be given to it from time to time by Resolution of the Board of Directors.

### OPERATIONS

**27. Inspection of Books and Records:** All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

**28. Loans to Management:** This Corporation will make no loans to any of its Directors or Officers.

**29. Execution of Documents:** Except as otherwise provided by law; checks, drafts, and orders for the payment of money of this Corporation shall be signed by at least two persons who have previously been designated by a Resolution of the board of directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by one or more person who have been authorized and directed to do so by the board of directors. No contract shall be valid unless it is authorized or ratified by a properly adopted Resolution of the board of directors.

### AMENDMENTS

30. The Board of Directors may, by majority vote, adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at anytime by a vote of the majority of directors at a meeting where a quorum is present.

#### **PUBLIC STATEMENTS**

31. **Authority to make Statements.** No person, except for the Chairperson or the Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

32. **Limitation on Statements.** Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

*Board of Directors*

*K.K. Anderson, Sr.*

*A.L. Kelby*

*D. Sanchez*

*T.L. Tyson*

*H.A. Wilkinson*



VISION FOR EXCELLENCE

January 22, 2013

These amended and reinstated Articles of Incorporation are adopted by the Board of Vision for Excellence. There are no amendments to these Articles that require member approval.

Board of Directors  
K.K. Anderson, Sr.  
A.L. Kelly  
D. Sanchez  
T.L. Tyson  
H.A. Wilkinson



**Board of Directors**

*Amended And Restated*

By signing below I am agreeing that the attached <sup>1</sup>Articles of Incorporation and Bylaws dated December 6, 2011 are the correct and true copies originally adopted by Vision for Excellence, Inc.

*K.K. Anderson*

K.K. Anderson, Sr., Director

*A.L. Kelly*

A.L. Kelly, Director

*D. Sanchez*

D. Sanchez, Director

*T.L. Tyson*

T.L. Tyson, Director

*H.A. Wilkinson*

H.A. Wilkinson, Director