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THE SMART JUSTICE INSTITUTE, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE SMART JUSTICE INSTITUTE, INC.**

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The undersigned President/Chief Executive Officer of THE SMART JUSTICE INSTITUTE, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is THE SMART JUSTICE INSTITUTE, INC. (Florida Document #N12000002930)

**ARTICLE SECOND:** The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the board of directors of the Corporation by Written Action dated June 18, 2012, in accordance with section 617.1007 of the Florida Not For Profit Corporation Act. The Corporation presently has no members.

**ARTICLE THIRD:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLE I - NAME**

The name of the corporation shall be: THE SMART JUSTICE ALLIANCE, INC. (the "Corporation"), a Florida not for profit corporation.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation. Specifically, the Corporation shall be organized to expand business, community and government involvement in making improvements to the criminal justice system through advancements in governance and expanding effective and fiscally efficient programs targeted at reducing recidivism, with the goal of improving public safety and reducing the financial burden on taxpayers related to law enforcement, judicial engagement, incarceration and the fiscal and other costs to the victims of crime.

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Members of the Corporation will be comprised of organizations and individuals, as determined by its Board of Directors, who have an interest in promoting a "smart justice system." The Corporation shall provide tools and education to its Members and the public to advocate, educate and implement concerning the above stated purposes. The Corporation will also educate its Members and the public regarding the utility of services such as mental health treatment, drug and alcohol addiction treatment and alternative care programs to help individuals prior to entering the court system or who have entered a correctional facility and need such assistance or have been deferred to a program to provide care and help to avoid entering a correctional facility. The Corporation will educate its Members, Federal and State Correctional Departments, judicial interests, juvenile justice and children and family entities and agencies, other State corrections operations and the general public regarding the benefits of a more effective and efficient method of assisting this population. In addition, the Corporation will provide training and education to the employees of its Members and the general public to maintain necessary certification and promote the principles of a "smart justice system."

The purposes for which this Corporation is organized shall be limited to those set forth herein for its Members and the public as a Trade Association. The Corporation will advocate on relevant issues and provide educational opportunities for its Members and others including the general public. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any Member, officer, director, trustee, creator or organizer of the Corporation except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to promote and educate concerning the best of the nationally recognized principals of smart justice as applied to correctional systems. Accordingly, it shall not be operated for the benefit of private interests.

### **ARTICLE III - POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

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#### **ARTICLE IV - MEMBERS**

The Members of the Corporation shall consist of those organizations and individuals described in the Bylaws of the Corporation including entities which have entered into contracts or have sub-contracted with Federal, State or local governmental entities to provide services to the Florida criminal justice system.

Voting and non-voting Members of the Corporation shall be selected in accordance with the provisions of the Bylaws of the Corporation.

#### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE VI - OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors and operated on a day-to-day basis by officers elected in accordance with the provisions of the Bylaws of the Corporation. Officers of the Corporation shall consist of a President/Chief Executive Officer, Vice President, and Secretary/Treasurer, and such other officers and assistant officers and agents as may be deemed necessary as elected or appointed in accordance with the provisions of the Bylaws from time to time. Each officer shall be selected and serve for a term in accordance with the provisions of the Bylaws of the Corporation.

#### **ARTICLE VII - NAMES OF OFFICERS**

The names of the officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Mark W. Flynn	President/Chief Executive Officer
Barney T. Bishop, III	Vice President
Gail D. Cordial	Secretary/Treasurer

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors shall be three (3); provided, however, that the number of directors is expected to expand as provided for in the Corporation's Bylaws. The names and addresses of the persons who are to serve as directors until the first election under these Amended and Restated Articles of Incorporation are as follows:

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<u>Name</u>	<u>Address</u>
Mark W. Flynn	210 Britt Street Tallahassee, Florida 32301
Barney T. Bishop, III	2215 Thomasville Road Tallahassee, Florida 32308-0737
Gail D. Cordial	301 S. Bronough Street, Suite 600 Tallahassee, Florida 32301

**ARTICLE IX - BYLAWS**

The Bylaws of the Corporation shall be initially approved, and thereafter may be altered or rescinded, by a two-thirds (2/3rds) vote of the Members in accordance with the Bylaws.

**ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XI - DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

**ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be:

301 E. Pine Street, Ste. 1400  
Orlando, Florida 32801

The name of the registered agent of this Corporation shall be:

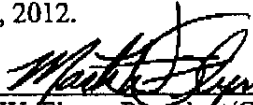
William A. Boyles

**ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

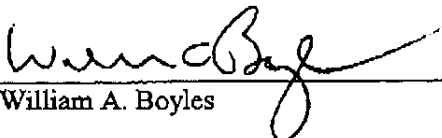
301 S. Bronough Street, Suite 600  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28 day of MAY, 2012.

  
Mark W. Flynn, President/Chief Executive Officer

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

  
William A. Boyles