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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BRIDGES FEDERAL REINTEGRATION CENTERS, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
BRIDGES FEDERAL REINTEGRATION CENTERS, INC.**

The undersigned, for and on behalf of BRIDGES FEDERAL REINTEGRATION CENTERS, INC. (the "Corporation"), a Florida not for profit corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is BRIDGES FEDERAL REINTEGRATION CENTERS, INC.

**ARTICLE SECOND:** These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors.

**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 817.1007 of the Florida Not For Profit Corporation Act, the Corporation's Amended and Restated Articles of Incorporation shall provide as follows:

**ARTICLE I - NAME**

The name of the corporation is BRIDGES FEDERAL REINTEGRATION CENTERS, INC. (the "Corporation"), a Florida not for profit corporation.

**ARTICLE II - PURPOSES**

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Corporation shall be organized to: (a) promote and provide guidance and counseling within any and all crime related institutions as well as providing education, vocational and rehabilitation guidance and instruction to all persons involved with various forms of addiction, including, but not limited to, drug and alcohol addictions, (b) unite its directors, officers and employees in fellowship, to combine their efforts so as to promote the welfare, education and enlightenment to the public in general and those persons found within jails, prisons, correction and detention facilities and juvenile centers; and (c) carry on and conduct activities and undertakings for the instruction and enlightenment of its directors, officers and employees and persons in the criminal and social detention facilities of the United States of America, and to engage in such literary, educational, research, benevolent and charitable activities as shall advance the understanding and growth of the purpose for which the Corporation is formed.

In general, the Corporation shall do any and all acts and things, and 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.

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The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization under section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office. 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, nor shall the Corporation engage in subversive activities.

No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other individual; and the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the Board that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not for Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. 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. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it in trust or otherwise, for the purposes described above and for any purposes incidental thereto. 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)(3) or Section 170 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 Corporation shall have no Members.

**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 managed on a day-to-day basis by officers elected in accordance with the Bylaws of the Corporation. The officers of the Corporation shall consist of a President/Chief Executive Officer, Vice President (if so elected), Secretary and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Each officer shall serve for a term of one (1) year, beginning the 1<sup>st</sup> day of the month immediately following his or her election in accordance with the Bylaws of the Corporation. Officers may be re-elected to serve subsequent terms.

**ARTICLE VII – BOARD OF DIRECTORS**

The number of persons constituting the current Board of Directors is seven (7); provided, however, that the number of directors may be increased or decreased as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the next election in accordance with the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Lori Costantino-Brown	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835
Charles Brown	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835
Grady S. McMurtry	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835
Yolanda Dorsey	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835
Cecilia Denmark	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835
Gerald Holdsworth	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835
James McClelland	2145 Metrocenter Blvd., Suite 350 Orlando, FL 32835

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The length of terms to be served, qualifications, number of directors, composition of members of the Board of Directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

**ARTICLE VII – BYLAWS**

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

**ARTICLE IX – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

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

**ARTICLE X – 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 by the Board of Directors to any one (1) or more organizations qualified as exempt under 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 XI – CORPORATION'S PRINCIPAL OFFICE AND /OR MAILING ADDRESS**

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

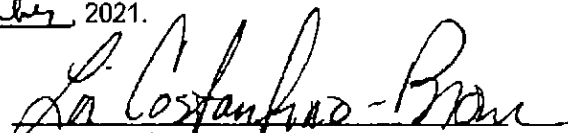
2145 Metrocenter Blvd., Suite 350  
Orlando, FL 32835

**ARTICLE XII – ARTICLE CONSOLIDATION**

These adopted Restated Articles of Incorporation supersedes the original Articles of Incorporation.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Dated this 2<sup>nd</sup> day of December, 2021.

  
Cori Costantino-Brown, President / CEO

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