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FLORIDA PROFIT/NON PROFIT CORPORATION
The Smart Justice Institute, Inc.

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**ARTICLES OF INCORPORATION OF
THE SMART JUSTICE INSTITUTE, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: THE SMART JUSTICE INSTITUTE, 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 and community involvement with all branches of government to effect a transformation of the criminal justice system to be more effective and efficient with a goal of improving public safety and reducing costs of incarceration to the public.

Members of the Corporation will be comprised of organizations and/or 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 reform and instill efficiency to Federal and State Correctional Departments. 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 and who have entered a correctional facility or have been deferred to a program to provide care and help to avoid entering a correctional facility. The Corporation will develop and educate Federal and State Correctional Departments regarding the benefits of a more effective and efficient method of treating 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 Corporation will promote the principles of a correctional system that will modify the current sentencing structure to reduce the high cost to incarcerate prisoners who do not belong in the correctional system. Often, these individuals have problems which are behavioral in nature - substance abuse, mental health or co-occurring disorders or other such problems. The Corporation desires to advocate for a three-pronged approach to reduce cost and recidivism in correctional facilities, namely:

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1. Provide low-level, non-violent offenders with diversion, to potentially solve their problems without putting them into a correctional facility;
2. Provide prisoners with literacy and job training as well as character-based or faith-based services while incarcerated or being treated in a correctional facility; and
3. Offer assistance with the re-entry programs to help aid the individual in returning into society and increasing his/her chances of making a successful transition.

The Corporation will concentrate its efforts by improving the risk assessment and cost analysis of current sentencing guidelines, promoting diversionary beds for those offenders who do not need to be in the correctional system, develop and assist in implementing better transition and work release programs for offenders which include more services, privatization of work release beds at a cost savings to the government, improve current juvenile justice programs to prevent them from acting as a feeder system for the correctional system, and provide oversight to promote reduced recidivism and reduce costs to the government and public.

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 shall provide education opportunities for its Members to assist them in providing services in the most efficient manner possible. 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 the principles of a correctional system that will modify the current structure to reduce the unnecessary high cost to incarcerate prisoners who might not necessarily belong in the correctional system and to educate its Members in the most recent technologies and research concerning these matters. 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

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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.

ARTICLE IV - MEMBERS

The Members of the Corporation shall consist of those individuals/entities described in the Bylaws of the Corporation but will primarily be entities which have entered into contracts with Federal or State governmental agencies (or have sub-contracted with other organizations that have entered into these contracts) to provide services in the areas of mental health, drug and alcohol treatment, and such other services to clients who have entered into a correctional facility or have been deferred into a program to provide necessary care.

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 managed on a day-to-day basis by officers elected in accordance with the provisions of the Bylaws of the Corporation. The officers of the Corporation shall consist of a President, Secretary and 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 elected 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 initial 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
Barney T. Bishop, III	Vice President
J. Allison DeFoor, II	Secretary / Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3); provided, however, that the number of directors is expected to expand as provided for in the

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Corporation's Bylaws. The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<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
J. Allison DeFoor, II	200 West College Avenue, Suite 310 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

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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:

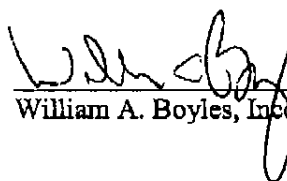
301 S. Bronough Street, Suite 600
Tallahassee, Florida 32301

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16 day of March, 2012.




William A. Boyles, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 16th day of March, 2012, by William A. Boyles, who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)



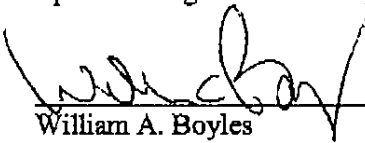


NOTARY PUBLIC, State of Florida
Print Name: Peter R. Law
My commission expires: 2/12/14

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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 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

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