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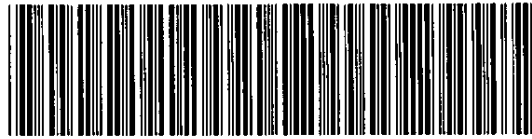
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14 SEP 17 PM 3:10 REGION OF CORPORATION

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Amended
&
Restated
09-18-14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 3, 2014

PRISON REHABILITATIVE INDUSTRIES AND DIVERSIFIED ENTER.
223 MORRISON ROAD
BRANDON, FL 33511

SUBJECT: PRISON REHABILITATIVE INDUSTRIES AND DIVERSIFIED
ENTERPRISES, INC.
Ref. Number: 761105

We have received your document and check(s) totaling \$44.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

Letter Number: 014A00018743

RECEIVED
14 SEP 17 PM 2:37
DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Prison Rehabilitative Industries and Diversified Enterprises, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Wilbur E. Brewton, Esquire

(Name of Contact Person)

Brewton Plante, P.A.

(Firm/ Company)

225 S. Adams Street, Suite 250

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

DKiminki@Pride-Enterprises.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dee Kiminki

(Name of Contact Person)

at (**813**) **324-8733**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRISON REHABILITATIVE INDUSTRIES AND
DIVERSIFIED ENTERPRISES, INC.
(a Florida Corporation Not for Profit)

14 SEP 17 PM 3:19
FILED

We, the undersigned, being desirous of forming a corporation, not for profit for charitable, educational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do agree to the following Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Prison Rehabilitative Industries and Diversified Enterprises, Inc.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

This corporation is organized as a corporation not for profit, pursuant to Chapter 617, Florida Statutes, and the general nature of the objects of this corporation shall be:

- (a) To assume control of and to manage and operate the prison industry of the State of Florida, as provided in Part II of Chapter 946, Florida Statutes.

- (b) To do all things to reduce the costs attendant to the Florida Correctional System funded by the taxpayers of Florida.
- (c) To do all things to facilitate rehabilitation by providing a system of job training and placement for participating inmates to serve in relevant and meaningful jobs upon release, reducing the chances of recurring contact with the correction system.
- (d) To do all things to manage, control, operate, govern, reconstruct, repair, lease, establish and operate various industries under the prison industry program utilizing machinery, equipment, and facilities of the Department of Corrections; and to own, operate, construct, or lease other equipment, machinery or related facilities as the corporation may deem necessary.
- (e) To develop, establish, and maintain a system of educational, vocational, industrial and rehabilitative training programs in conjunction with private enterprise to provide employment for inmates; with educational programs designed to be operated like profit-making, free enterprise ventures, employing inmates, and conducted in a manner which will not result in any undue competition with private enterprise.
- (f) To acquire, purchase, lease, mortgage, and deal in all types of property, real and personal, which may be necessary and convenient, both with the Department of Corrections of the State of Florida, and others, to accomplish the general objectives herein stated, including the leasing or purchase of facilities, equipment, machinery, and any other related items, as the corporation may deem necessary.
- (g) To encourage the goodwill and harmony between private enterprise, concerned correctional agencies, and the prison industries necessary to accomplish the state objective.
- (h) To solicit and receive funds, gifts, endowments, donations, grants, devices, and bequests to be used by the corporation in furtherance of the stated objectives.
- (i) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and Part II of Chapter 946, Florida Statutes, and to transact any other lawful business for which the corporation may engage.
- (j) This corporation is organized exclusively for a public purpose to conduct its business in a manner consistent with the provisions of Part II of Chapter 946, Laws of Florida; and its activities shall be conducted in a manner as will qualify it as an exempt organization under the provisions of Section 501(c)3 of the Internal Revenue Code of 1954, as amended; and no part of the corporation's net earnings shall inure to or be for the benefit of any member, director, officer, or individual.

- (k) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the corporation shall be 223 Morrison Road, Brandon, Florida 33511. The Board of Directors may, from time to time, change the address of the corporation.

ARTICLE V

REGISTERED AGENT

The name and street address of the registered agent is Wilbur E. Brewton, Esquire, 225 South Adams Street, Suite 250, Tallahassee, Florida 32301.

ARTICLE VI

MEMBERSHIP

The members of this corporation shall number no less than eleven (11), nor more than seventeen (17), the number to be fixed by the By-Laws, which members shall constitute the Board of Directors.

The members of the corporation shall be only the directors, as appointed by the Governor of the State of Florida, pursuant to the procedure set forth in the By-Laws of this corporation. No member may serve a term of more than four (4) years, but may be reappointed for successive terms of four (4) years.

No member of the Board of Directors shall vote on any matter which comes before the Board of Directors, which would result in direct monetary gain to the director or any firm, partnership, corporation, or other business enterprise in which the director has any interest.

ARTICLE VII

PRESIDENT

The Board of Directors shall have the power to hire the President. The President shall not serve as a member of the Board of Directors of the corporation.

ARTICLE VIII

MANAGEMENT OF CORPORATION

The affairs of the corporation shall be managed by the Board of Directors. The board shall carry out the objects of the corporation, in compliance with Articles of Incorporation and the By-Laws of the corporation.

The Board may establish an Executive Committee to carry out the purposes of this corporation. The Executive Committee shall consist of a minimum of four (4) members, consisting of the Chairman, Vice Chairman, Treasurer, and Secretary. The Executive Committee shall possess the powers that have been specifically delegated to them in writing by the Board of Directors or provided for in the By-Laws.

ARTICLE IX

ANNUAL MEETINGS

There shall be at least one annual meeting of the Board of Directors. The number of any meetings, times, and locations thereof shall be fixed by the By-Laws.

ARTICLE X

INSURANCE

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation, as a director, officer, employee, or agent of the corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of this status as such, whether or not the corporation would have the authority to

indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE XI

AMENDMENTS

The corporation may amend, alter, or repeal any provision of the Articles of Incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE XII

BY-LAWS

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds (2/3) vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws, as adopted in this manner, may be altered, rescinded, or amended by a two-thirds (2/3) vote of any regular or special meeting of the Board of Directors, a quorum being present; provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting, at which a vote upon such proposal is to be taken.

ARTICLE XIII

DISSOLUTION

In the event it becomes necessary to dissolve this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the Department of Corrections of the State of Florida. None of these assets will be distributed by or to any member, officer, or director of this corporation or any other entity.


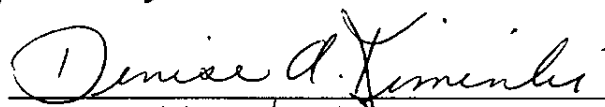
ARTICLE XIV

BOARD OF DIRECTORS

The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
James J. Reeves	730 Bayfront Pkwy, Ste. 4B Pensacola, FL 32502	Chair ✓
Vicki Lopez Lukis	121 N. Monroe St., Unit 1101 Tallahassee, FL 32301	Treasurer ✓
H. Gregg Nicklaus	5300 Gulf Blvd. St. Pete Beach, FL 33706	Member ✓
Carlyle Holder	322 Heather Hills Dr. Clermont, FL 34711	Member ✓
Alan Garey	2640 N. Powerline Rd. Pompano Beach, FL 33069	Member ✓
Tadar Muhammad	2133 All Children's Way Orlando, FL 32818	Member ✓
Shawn Bush	3100 Camp Rd. Oviedo, FL 32765	Member ✓
Robert Adamiak	3003 SW College Rd, Ste. 205 Ocala, FL 34474	Member ✓
Michael Crews	501 S. Calhoun St. Tallahassee, FL 32399	Member ✓
Tomas Jimenez	8237 Hunters Grove Rd. Jacksonville, FL 32256	Member ✓

IN WITNESS WHEREOF, we have hereunto subscribed our names on the
21st day of August, 2014, to the foregoing Amended and Restated Articles of
Incorporation.


Chair

Secretary (Assistant)

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me on this 21st day of
August, 2014, by James Reeves and
Denise Kiminki, and who are to
me well known, and known to me to be the person described in this instrument,
and who executed the foregoing Amended and Restated Articles of Incorporation,
and who acknowledged before me according to law that they made and subscribed
the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County last aforesaid
on this 21st day of August, 2014.




NOTARY PUBLIC

My Commission Expires: 8/19/15

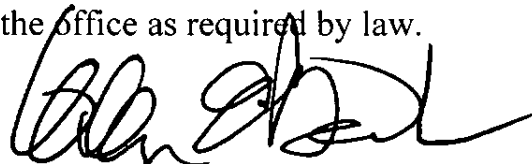
DESIGNATION OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes: PRISON REHABILITATIVE INDUSTRIES AND DIVERSIFIED ENTERPRISES, INC., a corporation not for profit, organized under the laws of the State of Florida, with its principal office at 223 Morrison Road, Brandon, Florida 33511, has named WILBUR E. BREWTON, located at 225 South Adams Street, Suite 250, Tallahassee, Florida 32301, as its agent to accept service of process within this State.


By: 
Chair

ACCEPTANCE

I agree, as registered agent, to accept service of process; to keep the offices open during prescribed hours; and to post my name (and any other officers of said corporation authorized to accept service of process) at the above Florida designated address in some conspicuous place in the office as required by law.


WILBUR E. BREWTON,
Designated Registered Agent

CORPORATE RESOLUTION

James J. Reeves 
I, ~~Vicki Lopez-Lukis~~, Chair of Prison Rehabilitative Industries and

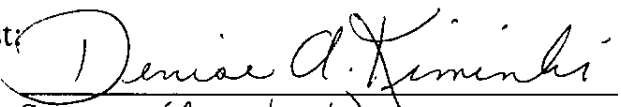
Diversified Enterprises, Inc., do hereby certify that the foregoing Amended and Restated Articles of Incorporation consisting of nine pages plus this page were duly adopted by unanimous vote of the Board of Directors at a duly called meeting at which a quorum was present on the day of August 21, 2014. Any amendments included herein have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

PRISON REHABILITATIVE INDUSTRIES
AND DIVERSIFIED ENTERPRISES, INC.

By:


Chair

Attest:

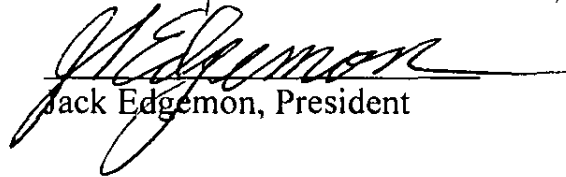

Secretary (Assistant)

Certificate of Adoption of
Amended and Restated Articles of Incorporation
Prison Rehabilitation Industries and Diversified Enterprises, Inc.

The date of the adoption of the Amended and Restated Articles of Incorporation was August 21, 2014.

Adoption of Amendment(s). There are no members or members entitled to vote on the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the board of directors on August 21, 2014.

Dated: September 16, 2014


Jack Edgemon, President