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## FLORIDA NON-PROFIT CORPORATION

Second Chance Program, Inc.

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**ARTICLES OF INCORPORATION  
OF  
SECOND CHANCE PROGRAM, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be SECOND CHANCE PROGRAM, INC.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 140 Island Way, #300, Clearwater, Florida 33767.

**ARTICLE III**

**Purpose**

The purpose for which this Corporation is formed is to administer alcohol/drug and criminal rehabilitation programs to prison inmates which programs will be provided at various domestic and foreign corrections facilities, and in furtherance thereof to do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purpose. All powers exercised herein shall be in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including, but not limited to, the following:

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A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its directors or officers, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IV

##### Board of Directors

A. The Corporation shall not have any members. The number of persons constituting the initial Board of Directors ("Board") shall be three (3). The terms, voting rights, qualifications and method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

B. The names and addresses of the initial Board are as follows:

- |     |              |  |
|-----|--------------|--|
| (1) | Rick Pendery | 8130 La Mesa Blvd, #715<br>La Mesa, California 91941 |
| (2) | Joy Westrum  | 8130 La Mesa Blvd, #715<br>La Mesa, California 91941 |
| (3) | Mike Kaplan  | 140 Island Way, #300<br>Clearwater, Florida 33767    |

C. All powers of the Board in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

## ARTICLE V

### Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the directors or officers of the Corporation, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to the Corporation, if then in existence, and, if not in existence, to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

## ARTICLE VI

### Bylaws

Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

## ARTICLE VII

### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

## ARTICLE VIII

### Indemnification

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the

power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

#### ARTICLE IX

##### Incorporator

The name of the Incorporator of this Corporation is Mike Kaplan, and the address of said Incorporator is 140 Island Way, #300, Clearwater, Florida 33767.

#### ARTICLE X

##### Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is Mike Kaplan, 140 Island Way, #300, Clearwater, Florida 33767.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 7th day of February, 2001.

  
Mike Kaplan, Incorporator

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**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

The undersigned, Mike Kaplan, hereby accepts appointment as the initial registered agent  
of SECOND CHANCE PROGRAM, INC., as set forth in the foregoing Articles of Incorporation.



MIKE KAPLAN

Dated: 2/7, 2001

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