

N01800002251

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

EFFECTIVE DATE
4-1-01

FILED
01 MAR 27 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FINAL FREEDOM AFTERCARE INC.

900003911989--7
-03/27/01--01057--004
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$ 70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LAWRENCE JOHN WALSH

Name (Printed or typed)

7133 Keel Court

Address

Orlando, Florida 32835

City, State, & Zip

407-826-2309

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPROATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is **Final Freedom Aftercare, Inc.** The principal place of business and mailing address of the corporation shall be located at **7133 Keel Court, Orlando, Florida 32835.**

EFFECTIVE DATE
4-1-01

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on April 1, 2001

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of evangelizing prisoners, ex-prisoners and their families, specifically for reaching out to ex-prisoners with spiritual, emotional and physical assistance, for individual Christian development and for other religious and charitable purposes permitted to tax exempt organizations under the provisions of Section 501 (C) (3) of the Internal Revenue Code of 1986 as amended.

The following shall not be construed as authority to carry on business or exercise any power or undertake any act which may be inconsistent with Chapter 617 , Florida Statutes relating to corporation not for profit or Section 501 (C)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE IV
MANAGEMENT OF CORPORATION

All power to control and manage the corporation shall be vested in the President with appropriate counsel from the Board of Directors.

ARTICLE V
MANNER OF SELECTINON OF DIRECTORS

There shall be three (3) directors initially. The corporation shall not have less than three (3) nor more than seven (7) directors.

The manner in which the directors are elected or appointed is as follows:

1. The undersigned incorporators shall serve as the first board of directors.
2. Directors shall be elected by a majority vote of those directors present at the regularly scheduled annual meeting of directors. No one shall be disqualified from serving as a director because they have previously served as a director.
3. The directors shall serve a term of one (1) year. Terms of directors shall run from January 1st through December 31st. Directors shall remain in office until their successors have been duly elected and installed.
4. Each director shall fill a seat designated by number as Director Number 1, Director Number 2, et cetera. An annual election of new directors shall be conducted by the outgoing or sitting board of directors prior to January 1st and shall be installed and take office on the immediately following January 1st. If that date has passed with out an annual election, then the new director shall take office at the end of the meeting called for the purpose of electing new directors.
5. Vacancies in the board of directors shall be filled by the vote of a majority of the directors at a meeting called for that purpose and shall take office as provided herein.

ARTICLE VI

NON - STOCK CORPORATION

This corporation is organized under a non-stock basis.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7133 Keel Court, Orlando, Florida 32835 and the name of the initial registered agent of this corporation at that address is Lawrence John Walsh.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3) nor more than seven (7). The name and address of the initial director of this corporation is:

Lawrence J. Walsh, 7133 Keel Court, Orlando, Florida 32835...	
Social Security # 186-32-3244	Director Number 1

Gisela P. Walsh, 7133 Keel Court, Orlando, Florida 32835	
Social Security # 103-34-3477	Director Number 2

Paul M. Johnson, 213 West 20 th Street, Sanford, Florida 32771	
Social Security # 232-50-8496	Director Number 3

ARTICLE IX

INCORPORATOR

The name and address of the person signing these articles is :

Lawrence John Walsh, 7133 Keel Court, Orlando, Florida 32835

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the President with appropriate counsel from the Board of Directors.

ARTICLE XI

PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

Section 1. Meeting of Directors. Meetings of the directors of this corporation may be held either within or without the State of Florida at such places or places as may from time to time be designated in the code of bylaws or by resolution to the board of directors.

Section 2. Code of bylaws. Its board of directors shall adopt the initial code of bylaws of this corporation.. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Statutes and these Articles of Incorporation.

Section 3. Contracts in which Directors have an interest. No contract or other transaction of this corporation with any person, firm or corporation or no other contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of the corporation is interested in or is a director or officer of another corporation, or (b) the fact that director, individually or jointly with others may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Section 4. Conflict Of Interest Policy. Any director, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such person about the contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such persons may be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participating, and whether a quorum was present.

Section 5. Employment of Board Members Policy. Individuals on the governing body that are also employed by Final Freedom Aftercare Inc. will:

- A. Be compensated in the capacity as a board member for justifiable expense related to meetings (mileage etc.) only.
- B. Remove him (her) self from the voting process when determining compensation, benefits, etc. in his or her capacity as an employee.
- C. Ensure that all compensation/salaries paid to employees or the organization will be reasonable for the services rendered and comparable with other exempt organization.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

BY-LAWS

OF

FINAL FREEDOM AFTERCARE INC.

ARTICLE I – OFFICES

Section 1. The registered office of the corporation in the State of Florida shall be located at 7133 Keel Court, Orlando, Florida 32835. The corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - DIRECTORS

Section 1. Function: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President with appropriate counsel from the Board of Directors.

Section 2. Qualification: Directors need not be residents of this state.

Section 3. Compensation: The Board of Directors shall serve without compensation of their services with the exception of the President if he is one of the members of the Board of Directors. The President may take a regular salary as duly stated in this article.

Section 4. Duties of Directors: A Director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by :

(a) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(b) counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

Section 5. Presumption of Assent: A director of the corporation who is present at a meeting of its directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 6. Number: This corporation shall be managed by a board of at least three (3) director but not more than seven (7). The number of directors may be increased or decreased from time to time by amendments to these By-laws, but no decrease shall have the effect of shortening the terms of an incumbent director.

Section 7. Election and Term: At the first annual meeting of the Board of Directors and at each annual meeting thereafter the Board of Directors shall elect directors to hold office until the next succeeding annual meeting, or until a successor shall have been elected and qualified or until the earlier resignation, removal from office or death.

Section 8. Vacancies: Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold office only until the next election of directors by the Board of Directors.

Section 9. Quorum and Voting: A majority of the number of directors fixed by these By-laws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Executive and Other Committees: The directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee and other committees, and each such committee shall serve at the pleasure of the Board with the authority contained in the Florida Statutes. The Board, by resolution, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 11. Special Meetings: Special meetings of the Directors may be called by the President or by any director. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them. Members of the Board of Directors may participate in a meeting of such board by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Notice: Written notice of the time and place of Special Meetings of Directors shall be given to each director either by personal delivery, by mail, e-mail, telegram or cablegram at least two days before the meeting.

ARTICLE III – OFFICERS

Section 1. Officers: The officers of this corporation shall consist of a President, one or more Vice Presidents, Secretary and Treasurer, each of whom, with the exception of the President, shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person except that neither the president nor a vice president shall also be the secretary or assistant secretary of the corporation. The directors shall elect officers of the corporation annually at the meeting of the directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation, or until he shall have been removed in the manner provided herein.

Section 2. Duties of Officers: The officers of this corporation when appointed to these offices shall have the following duties:

The **PRESIDENT** shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation with appropriate counsel from the Board of Directors, and shall preside at all meetings of the Board of Directors.

The **VICE PRESIDENT** in the absence, disqualification, or disability of the President, or at his direction, shall exercise all the functions of the President.

The **SECRETARY** shall have custody of, and maintain all of the corporation records except the financial records, shall record the minutes of all meetings of the directors and Board of Directors, send all notices of meetings out, and perform such other duties as may be prescribed by the Board of Directors or the President.

The **TREASURER** shall have custody of the corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the directors and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal Any officer or agent elected or appointed by the Directors may be removed whenever in their judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

ARTICLE IV – BOOKS AND RECORDS

This corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its directors and committees of directors upon the terms and conditions provided by law.

ARTICLE V – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year.

ARTICLE VI – CORPORATE SEAL

The directors may provide an impression corporate seal, and if so, it shall be circular in form and shall have inscribed thereon the name of the corporation, state of incorporation, year of incorporation and the words "Corporate Seal". The signature of the President of the corporation followed by the words "Corporate Seal" inside a scribed circle shall also be deemed as executed with a valid corporation seal.

ARTICLE VII - AMENDMENT

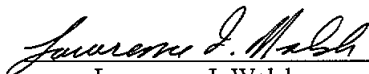
These By-Laws may be repealed or amended, and new By-Laws adopted by the President with appropriate counsel from the Board of Directors.

ARTICLE VIII - DISSOLUTION

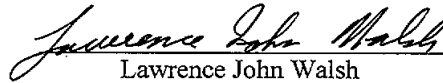
In the event of dissolution, the residual assets of the corporation will be turned over to one or more Christian organizations which themselves are exempt as organizations described in Section 501 (C) 3 and 170 (C) 2 of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law.

ATTEST:

The foregoing By-Laws consisting of Articles I Through VIII constitute a true and accurate copy of the By-Laws adopted on March 26, 2001 at the first meeting of the Board of Directors, and were explained to and approved by the directors on the same date at the first meeting of the Board of Directors.



Lawrence J. Walsh


IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these articles of incorporation and certifies to the truth of the facts herein stated this 26th day of March, 2001.


Lawrence John Walsh

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26th day of March, 2001, by Lawrence John Walsh, who has produced a Florida Driver's License No. W420-530-41-043-0 as identification and who did take an oath.


Notary Public, State of Florida

 Jeanette C. Bame
Commission # 00 866353
Expires Aug. 27, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: **Final Freedom Aftercare, Inc.**

The name and address of the registered agent and office is:

**Lawrence John Walsh
7133 Keel Court
Orlando, Florida 32835**

Signature: *Lawrence John Walsh*
Lawrence John Walsh
Title: President

Date: March 26, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Lawrence John Walsh*
Lawrence John Walsh

Date: March 26, 2001

FILED
01 MAR 27 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA