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Division of Corporations

## Florida Department of State

Division of Corporations

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INNOCENCE PROJECT OF FLORIDA, INC.**

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September 30, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INNOCENCE PROJECT OF FLORIDA, INC.

1100 EAST PARK AVENUE  
TALLAHASSEE, FL 32301

SUBJECT: INNOCENCE PROJECT OF FLORIDA, INC.  
REF: N03000007949

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Corporations only have 1 incorporator, they can have multiple officers and directors. Section 9.2 references 3 "Incorporators".

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) 245-6939.

Agnes Lunt  
Regulatory Specialist III

FAX Aud. #: B21000355651  
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Dept. of State:

10/7/2021 Resubmitting. Thank you.

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**INNOCENCE PROJECT OF FLORIDA, INC.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida not-for-profit corporation amends its Articles of Incorporation and Amendments thereto previously filed in their entirety by these Amended and Restated Articles of Incorporation.

**ARTICLE I  
NAME**

1.1 Name. The name of the corporation is Innocence Project of Florida, Inc. (the "Corporation"). It is organized under the Florida Not for Profit Corporation Act (the "Act").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

2.1 Principal Office and the Mailing Address. The street address of the initial principal office and mailing address of the Corporation is 1100 E. Park Avenue, Tallahassee, FL 32301.

**ARTICLE III  
PURPOSES AND POWERS**

3.1 Purposes. The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code") which include, but are not limited to, funding, administering, implementing, operating and assisting programs that:

- a) exonerate wrongfully convicted individuals;
- b) provide for the alleviation of other unconstitutional conditions of incarceration of wrongfully convicted persons;
- c) alleviate, by education and other means, the causes of wrongful convictions; and
- d) provide transitional and aftercare services to exonerees.

3.2 Powers. The Corporation shall have all powers provided for in the Act.

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TALLAHASSEE, FLORIDA

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#### ARTICLE IV ELECTION OF DIRECTORS

4.1 Election of Directors. The method of election of directors shall be as stated in the Bylaws.

#### ARTICLE V LIMITATIONS

5.1 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (if any), directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. 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 distribution of statements) any political campaign on behalf of, or in opposition to, 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 Code or 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 Code or corresponding section of any future federal tax code.

#### ARTICLE VI TERM; DISSOLUTION

6.1 Term; Dissolution. The Corporation shall have perpetual existence. In the event of dissolution, all of the remaining assets and property of the Corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the Corporation, shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes and to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### Article VII BYLAWS

7.1 Bylaws. The board of directors of the Corporation shall make and adopt Bylaws for the Corporation. The board of directors of the Corporation shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

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**ARTICLE VIII  
AMENDMENT**

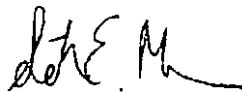
8.1 Amendment. These Amended and Restated Articles of Incorporation may be amended from time to time by the board of directors in the manner provided for in the bylaws.

**ARTICLE IX  
MISCELLANEOUS**

9.1 Amendment and Restatement Approval. The Corporation has no members who have voting rights, and therefore the power to amend the Articles of Incorporation and Amendments previously filed with the Department of State is vested in the board of directors. These Amended and Restated Articles of Incorporation were approved and adopted by the board of directors of the Corporation on August 25, 2021, and the number of votes cast was sufficient for approval. The Corporation shall have no members after the filing of these Amended and Restated Articles of Incorporation with the Department of State.

9.2 Historical Note. The original Articles of Incorporation were filed on September 9, 2003, and amendments were filed on January 29, 2007, and on December 19, 2007.

Dated: October 7, 2021



Seth Miller  
Executive Director

The street address of the corporation's initial registered office is 1100 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at that address is Seth Miller. Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that he is familiar with and accepts obligations of the position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated: October 7, 2021



Seth Miller

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