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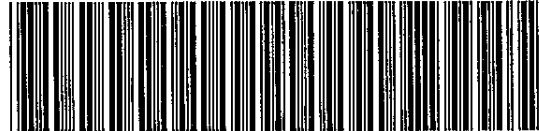
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: Private Corrections Institute, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Kenneth J. Kopczynski

Name (Printed or typed)

1114 Brandt Drive

Address

Tallahassee, FL 32308

City, State & Zip

850-222-3329

Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
PRIVATE CORRECTIONS INSTITUTE, Inc.**

**ARTICLE I: NAME**

The name of the corporation shall be:

**PRIVATE CORRECTIONS INSTITUTE, Inc.**

**ARTICLE II: CORPORATE EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1114 Brandt Drive, Tallahassee, FL 32308.

**ARTICLE IV: PURPOSE**

The corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation is formed for the purpose of being a clearinghouse for national research and the education of the public, journalists, public officials and others interested in information about the privatization of corrections.

The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections 170, 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the corporation shall inure to the benefit of any officer, director, member, or any other person. Any activities of the corporation that attempt to influence legislation shall be conducted in compliance with section 501(h) of the Internal Revenue Code. The corporation shall not participate or intervene in any political campaign for or on behalf of any candidate for public office.

Unless otherwise indicated, as used in Article IV and hereinafter in these Articles of Incorporation, all section references are to be to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

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TALLAHASSEE, FLORIDA

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#### **ARTICLE V: CORPORATE POWERS**

The corporation shall have and exercise all powers accorded to not-for-profit corporations under the laws of the State of Florida which are not in conflict with the corporation's exempt purposes as provided in Article IV.

#### **ARTICLE VI: CAPITAL STOCK**

The corporation shall not have capital stock.

#### **ARTICLE VII: MEMBERS**

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the corporation, which may establish different classes of membership and may limit any voting rights to one or more of such classes.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The powers of the corporation shall be exercised by or under authority of, and the affairs of the corporation shall be managed under the directions of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three nor more than seven directors. Where not inconsistent with Chapters 607 and 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all rights, powers, and privileges prescribed by law of directors of not-for-profit corporations.

The initial Board of Directors, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Director Alex Friedmann, 1217 Bailey St, Nashville, TN 37206

Director Dee Hubbard, PO Box 88, Sterling, AK 99672

Director Stephen Raher, PO Box 2143, Colorado Springs, CO 80901

Director Harmon Wray, 1109 Graybar Lane, Nashville, TN 37204

### **ARTICLE IX: DISSOLUTION**

Upon dissolution, all of the corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose under section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any person or organization not described in this Article.

### **ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of the voting members of the corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such an amendment at a meeting, is filed in the minutes of the corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

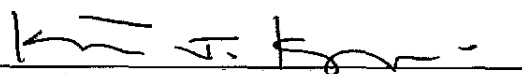
### **ARTICLE XI: REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent is Ken Kopczynski, 1114 Brandt Drive, Tallahassee, FL 32308.

### **ARTICLE XII: INCORPORATOR**

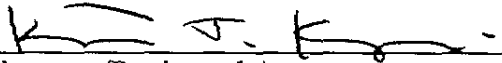
The name and address of the incorporator to these Articles of Incorporation is Ken Kopczynski, 1114 Brandt Drive, Tallahassee, FL 32308.

IN WITNESS THEREOF, I have executed these Articles of Incorporation of the Private Corrections Institute, Inc. this sixth day of February 2004.

  
Kenneth J. Kopczynski, Incorporator

### ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

2.6.04  
Date

**PRIVATE CORRECTIONS INSTITUTE, Inc.**  
**BYLAWS**

**Preamble**

These BYLAWS are a working document, established to help facilitate this INSTITUTE. They are adopted in good faith recognizing that these BYLAWS are not immutable.

**I: Name**

The name of this organization is the PRIVATE CORRECTIONS INSTITUTE, Inc. (INSTITUTE).

**II: Purpose**

The INSTITUTE is formed for the purpose of being a clearinghouse for national research and the education of the public, journalists, public officials and others interested in information about the privatization of corrections.

**III: Statement of Principles**

For-profit private prisons, jails, detention and treatment centers, and correctional supervision services have no place in a democratic society. Profiteering from the imprisonment and/or correctional supervision of human beings compromises public safety and corrupts justice. In the spirit of democracy and accountability, we call for an end to all for-profit private prisons, jails, detention and treatment centers, and correctional supervision services. To deprive other persons of their freedom, to restrict them from contact with other human beings and to use force against them up to and including deadly force are the most serious of acts. To delegate such acts to institutions whose success depends on the amount of profit they generate is to invite abuse and to abdicate our responsibility to care for our sisters and brothers.

**IV: Board of Directors**

A Board of Directors composed of individuals committed to the Statement of Principles will oversee this INSTITUTE. The Board of Directors will operate under *Robert's Rules of Order*, newly revised.

The Board of Directors will meet at least annually or at the call of a simple majority of the Board.

Appointment to the Board of Directors will be by a simple majority vote of the members of the Board at a duly called and noticed meeting.

The directors and officers shall be indemnified by the INSTITUTE to the fullest extent permissible under the laws of Florida.

**V: Officers**

The officers of the INSTITUTE shall be a President, Vice President and Secretary/Treasurer and any such office the board may from time to time, by resolution create.

The election of officers shall take place at the first meeting of the board of directors and thereafter at the first meeting of the board after each annual meeting. They shall hold office until their successors are elected.

#### **VI: Meetings**

The annual meeting shall be held in the first quarter of the calendar year. It shall be for the purpose of electing officers, receiving reports and conducting any other business.

All Board meetings, including the annual meeting, may be held by teleconference.

The quorum shall be a majority of all the Board of Directors.

#### **VII: Executive Director**

The Executive Director will provide leadership to the INSTITUTE and is directly accountable to, appointed and removed by a simple majority vote of the Board of Directors.

The responsibilities of the Executive Director are:

- A: Coordinating the day-to-day operations of the INSTITUTE including staffing, coordination and logistics for Board of Directors meetings or any other function delegated by the Board;
- B: Facilitating the communications between organizations and individuals with the INSTITUTE;
- C: Assist the INSTITUTE in developing cooperative strategies and tactics;
- D: Serve as a spokesperson for the INSTITUTE;
- E: Coordinate outreach activities to other organizations and individuals who are important to the INSTITUTE's overall success;
- F: Maintain all files, working papers, and any other documentation that needs to be retained by the INSTITUTE.

#### **VIII: Committees**

The Board of Directors may create standing and/or ad hoc committees it deems necessary in carrying out its purpose. The standing committees will include but not be limited to the following:

- A: Research Committee:

This Committee will help determine the research needs of the INSTITUTE, conduct research and present findings of that research; will coordinate all the resources maintained by the Board of Directors and other organizations and individuals to



maximize those resources in fulfilling the INSTITUTE's purpose and will assist the Executive Director in carrying out his responsibilities.

**B: Communications Committee:**

This Committee will conceive, create and deliver the overall message(s) of the INSTITUTE and the INSTITUTE's purpose; will act as liaisons for the Board of Directors to the media and will assist the Executive Director in carrying out his responsibilities.

**C: Advisory Committee**

This Committee will be composed of experts and other individuals, not members of the Board, who have an interest in the overall purpose of the INSTITUTE and will advise the INSTITUTE on the most current needs in the fight against correctional privatization.

**IX: Amendments**

These BYLAWS may be amended by two-thirds (2/3) vote of all the Board of Directors, as deemed necessary, at any Board meeting, as long as notice of proposed amendment has been provided in writing to all Board members no later than fourteen days before said meeting. If a situation arises that necessitates the need to waive these notice requirements, the Board may do so by a two-thirds (2/3) vote of all the Board of Directors.

Adopted: February 6, 2004

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TALLAHASSEE, FLORIDA