

# N060000012765

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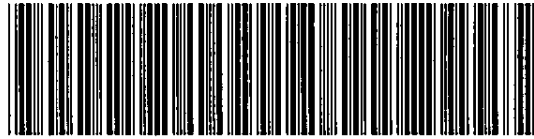
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2008 SEP 25 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

TB

10/2/08



BROWN  
&  
BROLING  
*Attorneys at Law*

Terence M. Brown, P.A.  
John Lyon Broling  
William E. Sexton

September 19, 2008

486 N. Temple Avenue  
P.O. Box 40  
Starke, Florida 32091  
Telephone: (904) 964-8272  
Facsimile: (904) 964-3796  
Email: [info@brownandbroling.com](mailto:info@brownandbroling.com)

Florida Department of State  
Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Baker Correctional Development Corporation  
Amendment of Articles of Incorporation

To Whom It May Concern:

Please find enclosed the completed amendment form for the filing of Amended Articles of Incorporation for Baker Correctional Development Corporation.

Please return a letter of acknowledgment and a certified copy of the Articles of Incorporation to me at the address above.

I have enclosed a check for the amount of \$43.75 (\$35.00 filing fee plus \$8.75 for a certified copy.)

Should you have any questions or concerns regarding the enclosed information, please do not hesitate to contact my office.

Sincerely

Terence M. Brown

TMB/ms  
Enclosure

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Baker Correctional Development Corporation

**DOCUMENT NUMBER:** N06000012765

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

Please return all correspondence concerning this matter to the following:

Terence M. Brown  
(Name of Contact Person)

Brown & Broling  
(Firm/ Company)

Post Office Box 40  
(Address)

Starke, Florida 32091  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Terence M. Brown at ( 904 ) 964-8272  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

Articles of Amendment  
to  
Articles of Incorporation  
of

Baker Correctional Development Corporation

(Name of corporation as currently filed with the Florida Dept. of State)

N06000012765

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article X, Dissolution or Transfer of Assets has been  
amended.

(Attach additional pages if necessary)  
(continued)

FILED  
2008 SEP 25 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


The date of adoption of the amendment(s) was: 7-18-08

Effective date if applicable: Date of filing with Secretary of State  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Todd Knabb

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**

**AMENDED ARTICLES OF INCORPORATION  
OF  
BAKER CORRECTIONAL DEVELOPMENT CORPORATION**

**ARTICLE I  
Name of Corporation**

The name of this corporation shall be Baker Correctional Development Corporation (hereinafter the "Corporation").

**ARTICLE II  
Corporate Duration**

The Corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE III  
Purposes and Powers**

Purposes. The purposes for which the Corporation is organized are exclusively public charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include, without limitation, acting as an instrumentality of Baker County, Florida (the "County") for Federal income tax purposes and in furtherance of the policies of the County to acquire, construct, erect, maintain and/or operate one or more jails, incarceration facilities, including related buildings and works, for the housing and incarceration of inmates, detainees and criminals and to otherwise assist the County in its policies of providing adequate jail and incarceration facilities for use by the Sheriff of Baker County, the State of Florida, or other governmental law enforcement divisions, and in the economic development of the County. It is intended that the Corporation shall comply with the requirements of Revenue Ruling 63-20 issued by the Internal Revenue Service.

Powers. The Corporation shall have all of the powers permitted to a not for profit corporation under the Florida Not For Profit Corporation Act, as amended, appearing as

Chapter 617, Florida Statutes. The Corporation shall construct, own, operate, rent, and/or finance facilities for the incarceration of inmates and criminals in Baker County, Florida, may borrow money and issue bonds from time to time to do so, may receive contributions, and may do all other things necessary in connection therewith, but shall not have other activities.

#### **ARTICLE IV** **Membership**

The Corporation shall initially have no members other than those members of the board of directors listed herein or hereinafter elected (hereinafter the "Board of Directors" or "Directors"), except as may be added by the board of county commissioners of the County as set forth in the Corporation's By-Laws.

#### **ARTICLE V** **Initial Registered Agent and Initial Registered Office**

The initial registered agent of the Corporation shall be Terence M. Brown and the initial registered office of the Corporation shall be located at 486 North Temple Avenue, Starke, Florida 32091.

#### **ARTICLE VI** **Board of Directors**

**Number.** The Corporation shall initially have five (5) Directors. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be fewer than three (3), nor more than seven (7).

**Members.** The names and addresses of the initial Board of Directors of the Corporation, who shall serve until their successors are elected or appointed and have qualified, are: Ricky Davis, Todd Knabb, Larry Payne, Alex Robinson, and Paul Whitehead.

Election. Subsequent Directors shall be elected by the Directors of the Corporation in accordance with the By-Laws of the Corporation, provided that the County shall have the right by resolution to appoint (if no such subsequent Directors are so elected), or confirm the appointment of, not less than eighty percent (80%) of the Directors. The County shall have the right to remove any Director for inefficiency, neglect of duty or misconduct in office after ten days' written notice and a public hearing, by resolution of the County.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator is Terence M. Brown, whose principal office is located at 486 North Temple Avenue, Starke, Florida 32091.

**ARTICLE VIII**  
**Nonstock Basis**

The Corporation shall be operated on a nonstock basis as a not for profit corporation.

**ARTICLE IX**  
**Prohibited Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, members, 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 distribution in furtherance of the purposes set forth in Article III hereof, and may make distributions to the County (or as the County shall designate) if not prohibited by contract.

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 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 by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law; and (b) a corporation, contributions to which are deductible under Section 170(c)(1) of the Code or any other corresponding provisions of any farther United States Internal Revenue Law.

#### **ARTICLE X** **Dissolution or Transfer of Assets**

If the Corporation is dissolved, any residual assets of the Corporation after satisfaction of claims and creditors shall be distributed to the County. However, if the named recipient is not then in existence, or is no longer a qualified distributes, or is unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization that is organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code. At the request of Baker County, the Corporation shall transfer good and marketable title to any and all assets, both real and personal, of the Corporation maintained in furtherance of its purposes to the County; provided, however, that any outstanding indebtedness of the Corporation which said assets may secure is paid or retired prior to such transfer.

#### **ARTICLE XI** **Indemnification**

Every Director and every officer (hereinafter "Officer") of the Corporation shall be indemnified by the Corporation to the full extent permitted by law against all expenses

and liabilities, including attorneys' fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director or Officer of the Corporation, whether or not they are Directors or Officers at the time such expenses are incurred, unless the liability of the Director or Officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of either Officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or Officer may be entitled.

**Article XII**  
**Amendment**

These Articles of Incorporation may be amended in accordance with Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, as amended.

**Article XIII**  
**By-Laws**

The Board of Directors of the Corporation is authorized to adopt By-Laws which are consistent Corporation and which are not inconsistent with these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 15<sup>th</sup> day of September 2008.

  
Terence M. Brown

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

That Baker Correctional Development Corporation, desiring to organize under the laws of the State of Florida, with its principal office located at 1190 West Macclenny Avenue, Macclenny, Florida 32091, County of Baker, State of Florida, has named Terence M. Brown, located at 486 North Temple Avenue, Starke, Florida 32091, County of Bradford, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
Terence M. Brown

**RESOLUTION NO.2008- 01**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF BAKER  
CORRECTIONAL DEVELOPMENT CORPORATION  
AMENDING THE ARTICLES OF INCORPORATION OF BAKER  
CORRECTIONAL DEVELOPMENT CORPORATION;  
REPEALING PROVISIONS OF THE ARTICLES OF  
INCORPORATION INCONSISTENT WITH THE AMENDMENT;  
PROVIDING DIRECTIONS TO THE CORPORATE SECRETARY  
AND PROVIDING AN EFFECTIVE DATE.**

---

WHEREAS, Baker Correctional Development Corporation desires to acquire designation as a 501(c)(3), not-for-profit corporation by the Internal Revenue Service of the United States of America; and

WHEREAS, the Internal Revenue Service has evaluated the application of Baker Correctional Development Corporation and has determined that, in order to acquire such designation, the Articles of Incorporation of Baker Correctional Development Corporation must be amended to include certain language regarding the distribution of assets in the event that the Corporation is dissolved; and

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF BAKER  
CORRECTIONAL DEVELOPMENT CORPORATION THAT:**

**Section 1. Purpose.**

In order to bring the Corporation into compliance with the regulations of the Internal Revenue Service concerning 501(c)(3), not-for-profit corporations, this resolution is adopted so as to amend the Articles of Incorporation of Baker Correctional Development Corporation concerning the distribution of assets in the event that the Corporation is dissolved.

**Section 2. Amendment of Article X.**

Article X of the Articles of Incorporation of Baker Correctional Development Corporation is amended by deleting Article X in its entirety and by incorporating the following substitute language:

**ARTICLE X**

**Dissolution or Transfer of Assets**

If the Corporation is dissolved, any residual assets of the Corporation after satisfaction of claims and creditors shall be distributed to the County. However, if the named recipient is not then in existence, or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization that is organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code. At the request of Baker County, the Corporation shall transfer good and marketable title to any and all assets, both real and personal, of the Corporation maintained in furtherance of its purposes to the County; provided, however, that any outstanding indebtedness of the Corporation which said assets may secure is paid or retired prior to such transfer.

**Section 3. Repealer.**

All provisions within or portions of the Articles of Incorporation of Baker Correctional Development Corporation in conflict herewith are, to the extent of such conflict, hereby repealed.

**Section 4. Directions to Corporate Secretary.**

(a) It is the intention of the Board of Directors of Baker Correctional Development Corporation, that Section 2 of this resolution shall become and be made a part of the Articles of Incorporation of Baker Correctional Development Corporation, and that the sections and paragraphs of this resolution may be renumbered or relettered in order to accomplish such intentions.

(b) It is further the intention of the Board of Directors of Baker Correctional Development Corporation that, upon passage of this resolution, the Amended Articles of Incorporation of Baker Correctional Development Corporation, including the language added above, be submitted to the Secretary of State of the State of Florida for approval and recordation.

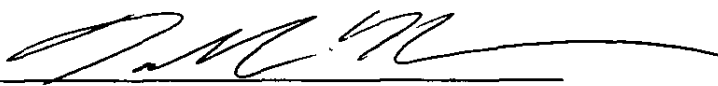
**Section 6. Effective Date.**

This amendment to the Articles of Incorporation of Baker Correctional Development Corporation shall become effective upon its filing with the Secretary of State.


DULY RESOLVED at a special meeting of the Board of Directors of Baker Correctional Development Corporation, this 18 day of September 2008.

BOARD OF DIRECTORS  
BAKER CORRECTIONAL DEVELOPMENT CORPORATION

RICKY DAVIS  
TODD KNABB  
LARRY PAYNE  
ALEX ROBINSON  
PAUL WHITEHEAD

By   
TODD KNABB  
PRESIDENT

ATTEST:

  
TERENCE M. BROWN  
COUNSEL TO THE BOARD