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DIVISION OF CORPORATIONS

APPROVED  
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14 OCT 29 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
Restated

10/10.29.14

# SECOND CHANCE OUTREACH

OPENING DOORS TO SUCCESS

4682 Highway 90  
Pace, Florida 32571  
(850) 290-5562

**altonjohnson048@gmail.com**

October 18, 2014

Diane Cushing  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

Dear Diane,

Many times the dedication and hard work of state employees are overlooked or unnoticed. Your professionalism and helpfulness are certainly appreciated. My wife and I both retired from the State of Florida. Since retirement, we started Second Chance Outreach and it is refreshing to become acquainted with other state employees who remain dedicated to serving the citizens of our great state. Enclosed is a copy of the Amended Articles of Incorporation, along with a copy of our FEIN. A check is also enclosed for the amount of \$35 for the filing of the amended articles of incorporation

Thank you,



Alton L. Johnson  
President

Copy to file

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**SECOND CHANCE OUTREACH RECOVERY AND EDUCATIONAL DEVELOPMENT, INC,**  
**A FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I**

The name of this corporation shall be Second Chance Outreach Recovery and Education Development, Inc.

**ARTICLE II**

The duration of the Corporation shall be perpetual, commencing with the filing of these Articles with the Department of the State of Florida.

**ARTICLE III**

The street address of the principal office of the Corporation is 4682 Highway 90, Pace, Florida 32571.

**ARTICLE IV**

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to animals in the Northwest Florida area, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal revenue code (charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of (the "Code"). The Corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the forgoing:

(a) Promote and support, by donation, loan or otherwise, the interests and purposes of organizations described above which provide and conduct activities which fall within the category 501(c)(3) or Section 509(a)(2) of (the "Code").

(b) Raise funds for any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in the furtherance of these purposes.

(c) Own, lease otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with government agencies in furtherance of these purposes.

(f) Provide assistance in meeting the need of emergency crises concerning residents and transients in Northwest Florida.

(g) Coordinate efforts among corporate, religious, private and civic communities in Northwest Florida to further the purposes of the Corporation.

(h) Otherwise operate exclusively charitable, scientific, or educational purposes, within the meaning of Section 501 (c)(3) of (the "Code"), in the course of which operation:

(i) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this document hereof.

(ii) 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.

(iii) Notwithstanding any other provisions 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 Internal Revenue Code or the 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

## **ARTICLE V**

### **Conduct of the Board of Directors/Officers/Employees**

No power or authority shall be exercised by the Directors, officers, or employees of the Corporation in any manner or for any purposes whatsoever which may jeopardize the status of the Corporation as any exempt organization under Section 501(c)(3) of the code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VI**

### **Board of Directors/Officers**

(a) The power if this Corporation shall be exercised, tis properties controlled, and its affairs conducted by a board of directors. The initial number of directors of the Corporation shall be seven (7); provided, however, that such number may be increased to not more than (15) at any time or from time to time. The initial board of directors shall consist of the persons named herein. Thereafter, the board of directors shall consist of such persons as may be elected by the affirmative vote of two-thirds of the directors present ay any meeting of the board of directors at which a quorum is present in accordance with the Corporation's Bylaws.

(b) The board of directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

## **ARTICLE VII**

### **Board of Directors/Officers. Name-Address-Title**

The name, address and title of each person who is to serve as an initial director is as follows:

<u>Name</u>	<u>Address</u>
Alton Johnson (President)	5500 Dogwood Drive, Milton, Florida 32570
David Rowan (Vice President)	6423 Hamilton Bridge Road, Milton, Florida 32570
Todd Patrick (Secretary)	5606 Kingry Road, Milton, Florida 32583
Mike Cody (Treasurer)	163 Outback Road, Clayton, Alabama 36016

Joe Sollars (Director)

6423 Hamilton Bridge Road, Milton, Florida 32570

Robert Lunsford (Director)

5466 Russell Drive, Milton, Florida 32570

Stephen Doss (Director) ✓

1005 Five Mile Road, Eufaula, Alabama 36027

#### **ARTICLE VIII**

##### **Incorporator Name/Address**

The name and address of the incorporator of this Corporation is Alton Johnson, 5500 Dogwood Drive, Milton, Florida 32570.

#### **ARTICLE IX**

##### **Registered Agent**

The name and address of the initial registered agent is Alton Johnson, 5500 Dogwood Drive, Milton, Florida 32570.

#### **ARTICLE X**

##### **Indemnification**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such persons in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fine amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that

such action was in, or not opposed to, the best interests of the Corporation. Such persons shall not be entitled to indemnification in relation to matters as to which such persons has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification where properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable round for belief that such action was unlawful. Such determination shall be md either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any persona seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the board of directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such persons to repay all amounts expended by the Corporation in such defense, unless it shall ultimately determined that such persons is entitled to be indemnified by the Corporation as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article X shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida for not for profit corporations from liability.

## **ARTICLE XI**

### **Bylaws**

The Bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

## ARTICLE XII

### Amendments to Articles

Amendments to these Articles of Incorporation may be proposed by one (1) or more of the directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) have been published in or with the notice of the meeting.

## ARTICLE XIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned, being the incorporator of the Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida, has executed and submits these Amended and Restated Articles of Incorporation, affirming that the facts are true and aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155 F.S. on this the 27<sup>th</sup> day of October, 2014.

  
ALTON L. JOHNSON



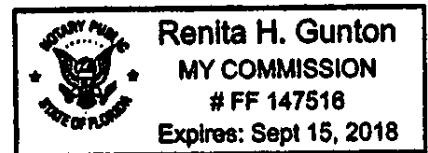
STATE OF FLORIDA  
COUNTY OF SANTA ROSA

I HEREBY CERTIFY that on this day personally appeared before me, he undersigned authority,  
**Alton L. Johnson**, to me personally known or who has produced DL# J525-012-63-268-0  
as identification and known to me be the person who executed the foregoing instrument and  
acknowledged before me that he executed the same freely and voluntarily for the uses and purposes  
therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal on this the 27 day of  
October, 2014.

Renita H. Gunton  
NOTARY PUBLIC

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**



In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:  
Second Chance Outreach Recovery and Education Development, Inc., desiring to organize as a corporation under  
the laws of the State of Florida, has designated ALTON L. JOHNSON as its initial Registered Agent and Officer this  
the 27<sup>th</sup> day of October, 2014.

Alton L. Johnson  
ALTON L. JOHNSON, Incorporator

Having been named as the registered agent for the above stated Corporation, to accept service of process  
for the above stated corporation at the place designated in this certificate, the undersigned, being familiar with the  
obligations associated with said position, hereby accepts said appointment as Registered Agent, and agrees to act  
in this capacity this the 27<sup>th</sup> day of October, 2014.

Alton L. Johnson  
ALTON L. JOHNSON, Registered Agent

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

I HEREBY CERTIFY that on this day personally appeared before me, he undersigned authority,  
Alton L. Johnson, to me personally known or who has produced DL J25-612-63-268-0  
as identification and known to me be the person who executed the foregoing instrument and  
acknowledged before me that he executed the same freely and voluntarily for the uses and purposes  
therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal on this the 27<sup>th</sup> day  
of October, 2014.

Renita H. Gunton  
NOTARY PUBLIC



**SECOND CHANCE OUTREACH RECOVERY AND EDUCATIONAL DEVELOPMENT, INC.**

The Second Chance Outreach Recovery and Educational Development, Inc., a Florida Corporation, executes the following:

**FIRST:** The Amended and Restated Articles of Incorporation of Second Chance Outreach Recovery and Educational Development, Inc., was presented for approval.

**SECOND:** The members of the Corporation approved the Amended and Restated Articles of Incorporation of Second Chance Outreach Recovery and Educational Development, Inc., on October 26, 2014.

*The amended articles of incorporation were adopted by the board of directors*  
**THIRD:** The number of votes cast by the members of the Corporation for adoption of the Amended and Restated Articles of Incorporation of Second Chance Outreach Recovery and Educational Development, Inc., was sufficient for approval of that action.

Executed this 27<sup>th</sup> day of October, 2014.

*Add FEI/EIN*

Second Chance Outreach Recovery and Educational Development, Inc.

By: *Alton L. Johnson*  
Its: *President*

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing was executed before me this 27<sup>th</sup> day of October, 2014, by *ALTON L. JOHNSON* as *PRESIDENT* of Second Chance Outreach Recovery and Educational Development, Inc., on behalf of the corporation who is either personally known to me or has produced \_\_\_\_\_ as identification and who did (or did not) take an oath.

*Renita H. Gunton*  
NOTARY PUBLIC

