

N15000011631

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H17000036213 3)))



H170000362133AECX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: **peter.law@gray-robinson.com**

RECEIVED

17 FEB -7 PM 1:17

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COALITION TO ADVANCE JUSTICE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

FEB - 8 2017

C LEWIS

Electronic Filing Menu

Corporate Filing Menu

Help

2017 FEB -7 AM 9:52

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COALITION TO ADVANCE JUSTICE, INC.**

The undersigned, Jim DeBeaugrine, President/CEO of COALITION TO ADVANCE JUSTICE, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is COALITION TO ADVANCE JUSTICE, INC. (Florida Document #N15000011631)

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Board of Directors of the Corporation by majority vote at a meeting of the Board of Directors held on the 31st day of January, 2017, in accordance with section 617.1002 of the Florida Not-For-Profit Corporation Act. The Corporation currently has no Members entitled to vote on proposed amendments to the Corporation's Articles of Incorporation.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME

The name of the corporation shall be: CENTER TO ADVANCE JUSTICE, INC., a Florida not for profit corporation (the "Corporation").

ARTICLE II - PURPOSES

This Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Corporation's purposes shall include but not be limited to: providing educational opportunities to the general public regarding criminal justice reform and information on best policies and practices that improve public safety and reduces the financial and social costs of criminal behavior and other charitable and educational activities as the Board of Directors may designate.

H17000036213 3

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not engage in subversive activities.

No part of the net earnings of the Corporation shall inure to the benefit of any Member of the Corporation or other individual; and the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the Board that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3).

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, Director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as

H17000036213 3

hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV – MEMBERS

The Members of the Corporation shall consist of those individuals/entities who qualify for membership as described in the Bylaws of the Corporation.

Voting and non-voting Members of the Corporation shall be selected in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected in accordance with the Bylaws of the Corporation. The officers of the Corporation shall consist of a Chairman of the Board of Directors, Vice-Chairman of the Board, President/CEO, Vice-President, Secretary and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Each officer shall serve for a term as provided in the Bylaws of the Corporation. Officers may be re-elected to serve subsequent terms. The right of an officer to hold dual offices shall be provided in the Corporation's Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The number of persons constituting the current Board of Directors shall be five (5); provided, however, that the number of Directors may expand as provided in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as Directors until the next election of Directors in accordance with the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jim DeBeaugrine	215 S. Monroe Street, Suite 802 Tallahassee, Florida 32301
Lori Costantino-Brown	215 S. Monroe Street, Suite 802 Tallahassee, Florida 32301
Mary Lynn Ulrey	215 S. Monroe Street, Suite 802 Tallahassee, Florida 32301

H17000036213 3

Mark Fontaine

215 S. Monroe Street, Suite 802
Tallahassee, Florida 32301

Cathy Craig-Myers

215 S. Monroe Street, Suite 802
Tallahassee, Florida 32301

The qualification, manner of election and removal, term and number of Directors shall be set forth in the Bylaws of this Corporation; provided, however, there shall never be less than three (3) Directors of the Corporation.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be initially approved by a two-thirds (2/3rds) vote of the Board of Directors, and thereafter may be altered, amended or repealed by a two-thirds (2/3rds) affirmative vote of the Board, provided that thirty (30) days advance notice of a vote on any proposed changes or amendments to the Bylaws, including a written copy of any proposed changes, is provided to the Board.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one (1) or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

215 S. Monroe Street, Suite 802
Tallahassee, Florida 32301

The name of the registered agent of this Corporation shall be:

Jim DeBeaugrine

SECRETARY OF STATE
DIVISION OF CORPORATE

H17000036213 3

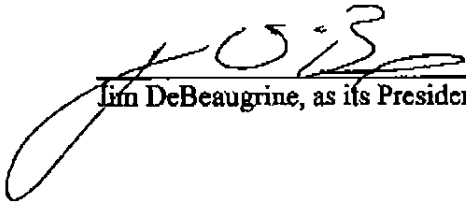
2017 FEB -7 AM 9: 52

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

215 S. Monroe Street, Suite 802
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned, as President/CEO of the Corporation, has executed these Amended and Restated Articles of Incorporation of the Corporation, this 31st day of January, 2017.


Jim DeBeaugrine, as its President/CEO

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.


Jim DeBeaugrine