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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Bridges of America/Bridges International - Miami Dade Portal, Inc.**

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H16000153578 3

**ARTICLES OF INCORPORATION OF  
BRIDGES OF AMERICA/BRIDGES INTERNATIONAL – MIAMI DADE PORTAL, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be: BRIDGES OF AMERICA/BRIDGES INTERNATIONAL – MIAMI DADE PORTAL, INC. (the "Corporation"), a Florida not for profit corporation.

**ARTICLE II – PURPOSES**

This Corporation is organized exclusively for charitable, religious, educational, and scientific 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 shall be organized to: (a) promote and provide guidance and counseling within any and all crime related institutions as well as providing education, vocational and rehabilitation guidance and instruction to all persons involved with various forms of addiction, including, but not limited to, drug and alcohol addictions; (b) unite its directors, officers and employees in fellowship, to combine their efforts so as to promote the welfare, education and enlightenment to the public in general and those persons found within jails, prisons, correction and detention facilities and juvenile centers; and (c) carry on and conduct activities and undertakings for the instruction and enlightenment of its directors, officers and employees and persons in the criminal and social detention facilities of the United States of America, and to engage in such literary, educational, research, benevolent and charitable activities as shall advance the understanding and growth of the purposes for which the Corporation is formed.

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.

H16000153578 3

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 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, nor shall the Corporation engage in subversive activities.

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 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**

This Corporation shall have no Members.

### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

H16000153578 3

**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 President/Chief Executive Officer, Vice President (if so elected), 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 of one (1) year, beginning the 1st day of the month immediately following his or her election in accordance with the Bylaws of the Corporation. Officers may be re-elected to serve subsequent terms.

**ARTICLE VII - BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be eight (8). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Lori Costantino-Brown	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Charles Brown	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Grady S. McMurtry	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Cecilia Denmark	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Sam Pennington	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Michael Smith	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Thomas Gaines	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835
Gerald Holdsworth	2145 Metrocenter Blvd., Suite 350 Orlando, Florida 32835

The number of directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected as provided in the Bylaws of this Corporation.

**ARTICLE VIII - BYLAWS**

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

**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 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:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

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

William A. Boyles

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

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

2145 Metrocenter Blvd., Suite 350  
Orlando, Florida 32835

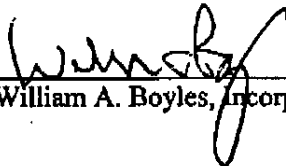
H16000153578 3

**ARTICLE XIII - INCORPORATOR**

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

William A. Boyles  
301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 23 day of June, 2016.


  
\_\_\_\_\_  
William A. Boyles, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 23<sup>rd</sup> day of June, 2016, by William A. Boyles, incorporator, ☒ who is personally known to me or ☐ who produced a Florida driver's license as identification and who did not take an oath.

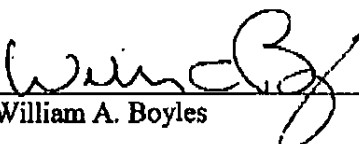
(Affix Notary Seal)



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Print Name: Peter R. Law  
My commission expires: 2/12/2018

**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 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.

  
\_\_\_\_\_  
William A. Boyles