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Baker County Corrections Management Corporation

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January 25, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: BAKER COUNTY CORRECTIONS MANAGEMENT CORPORATION
REF: W17000006823

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FAX Aud. #: H17000019261
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**ARTICLES OF INCORPORATION
OF
BAKER COUNTY CORRECTIONS MANAGEMENT CORPORATION**

**ARTICLE I
Name of Corporation**

The name of this corporation shall be Baker County Corrections Management 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, lessening the burdens of government by 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 an 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, detainees 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 Russell A. Wade III and the initial registered office of the Corporation shall be located at 1 Sheriff's Office Drive, Macclenny Florida 32063

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:

Paula Barton, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Josie Davis, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Steve Kennedy, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Todd Knabb, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

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 **Officers**

The officers of the corporation shall be appointed or elected as set forth in the by-laws of the corporation.

ARTICLE VIII **Incorporator**

The name and address of the incorporator is Peter L. Dame, whose principal office is located at 50 North Laura Street, Suite 31, Jacksonville, Florida 32202.

ARTICLE IX **Nonstock Basis**

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

ARTICLE X **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 XI

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.

ARTICLE XII

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 XIII
Amendment

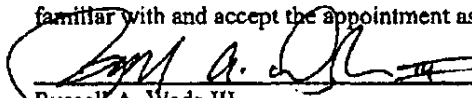
These Articles of Incorporation may be amended in accordance with Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, as amended.

Article XIV
By-Laws

The Board of Directors of the Corporation is authorized to adopt By-Laws which are consistent with Chapter 617, Florida Statutes and which are not inconsistent with these Articles of Incorporation.

The effective date of these Articles of Incorporation shall be January 24, 2017.

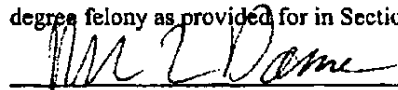
Having been named as registered agent to accept service of process for the above stated corporation at the place set forth above in the corporation's Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Russell A. Wade III

January 20, 2017
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.



Peter L. Dame

January 20, 2017
Date