

N170000000818

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

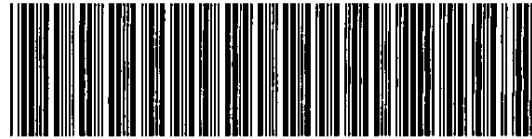
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600299050926

05/17/17--01028--024 **43.75

17 JUN -6 AM 10:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amended & Restated

JUN 14 2017

D CUSHING



KOPELOUSOS, BRADLEY & GARRISON, P.A.

ATTORNEYS AT LAW

May 16, 2017

State of Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Baker County Corrections Management Corporation

TO WHOM IT MAY CONCERN:

Enclosed please find an Amended and Restated Articles of Incorporation and a check the amount of \$43.75 for the filing of the Articles and for a Certificate of Standing. An envelope is included for your convenience.

Very truly yours,

Kelly Huselton, Legal Assistant
Kopelousos, Bradley & Garrison, P.A.

Enclosures: as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 JUN -6 AM 10:45



KOPELOUSOS, BRADLEY & GARRISON, PA

ATTORNEYS AT LAW

June 5, 2017

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Baker County Corrections Management Corporation

To Whom It May Concern:

Please see the revised corrections on the enclosed document for your review.

Sincerely,

Kelly Huselton, Legal Assistant
Richard C. Komando, Esq.

Enclosure: as stated



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 23, 2017

KELLY HUSELTON
KOPELOUSOS BRADLEY & GARRISON, P.A.
1279 KINGSLEY AVENUE, SUITE 118
ORANGE PARK, FL 32073

SUBJECT: BAKER COUNTY CORRECTIONS MANAGEMENT CORPORATION
Ref. Number: N17000000818

We have received your document for BAKER COUNTY CORRECTIONS MANAGEMENT CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 817A00010393

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAKER COUNTY CORRECTIONS MANAGEMENT CORPORATION**

FILED STATE
SECRETARY OF CORPORATIONS
17 JUN -6 AM 10:45

ARTICLE I

Name of Corporation; Address

The name of this corporation shall be Baker County Corrections Management Corporation (hereinafter the "Corporation"). The principal place of business of the Corporation is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

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 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, acquire, 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 have no members other than those members of the board of directors listed herein or hereinafter elected (hereinafter the "Board of Directors" or "Directors").

ARTICLE V **Registered Agent and Registered Office**

The registered agent of the Corporation shall be C. Edward Barber, Jr., and the 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 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 five (5) nor more than seven (7).

Members. The names and addresses of the Board of Directors of the Corporation, who shall serve until their successors are elected or appointed and have qualified, are:

Jack A Baker, Jr., whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

C. Edward Barber, Jr., whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Mark Broughton, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Christopher Gazes, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Sharon Padgett, whose address is 1 Sheriff's Office Drive, Macclenny, Florida 32063.

Following the initial appointment, Directors shall be appointed for a term of four (4) years. Any Director may be re-appointed upon approval of the Board of County Commissioners.

Election. Subsequent Directors shall be appointed by the Board of County Commissioners. The County shall have the right to remove any Director after written notice and 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, and after approval by resolution of the Board of County Commissioners.

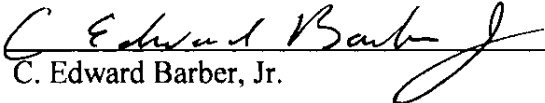
Article XIV
By-Laws

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.

Article XIII
Effective Date

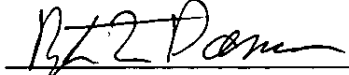
The effective date of these Articles of Incorporation shall be May 3, 2017.

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.


C. Edward Barber, Jr.

May 3, 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

May 3, 2017
Date

It is hereby certified that the foregoing Amended and Restated Articles of Incorporation of the Baker County Corrections Management Corporations does require member approval and these Amended and Restates Articles of Incorporation were adopted on May 3rd, 2017, by a majority vote of five in favor and none against (5-0), sufficient for approval.