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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA FOUNDATION FOR CORRECTIONAL EXCELLENCE,
INC.**

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November 17, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA FOUNDATION FOR CORRECTIONAL EXCELLENCE, INC.
501 SOUTH CALHOUN STREET
TALLAHASSEE, FL 32399US

SUBJECT: FLORIDA FOUNDATION FOR CORRECTIONAL EXCELLENCE, INC.
REF: N20000001720

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the amended and restated articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document. If the amended and restated articles contain an amendment requiring member approval please give the date of adoption by the members.

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) 245-6823.

Annette Ramsey
OPS

FAX Aud. #: H22000389698
Letter Number: 822A00025590

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FLORIDA FOUNDATION FOR CORRECTIONAL EXCELLENCE, INC.**

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

THE UNDERSIGNED, for the purpose of amending and restating the Articles of Incorporation of a not for profit corporation pursuant to the Not for Profit Corporation Act of the State of Florida, hereby certify:

FIRST: The name of the Corporation is "Florida Foundation for Correctional Excellence, Inc."

SECOND: The address of the principal office of the Corporation, which is also its mailing address, is 501 South Calhoun Street, Tallahassee, Florida 32399.

THIRD: The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code") including, but not limited to, facilitating public-private partnerships to promote positive programming for the successful reentry of inmates back into society.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act (Fla. Stat. Ann. §§ 617.01011 et seq.).

In furtherance of its exclusively charitable and educational corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The number of directors and the manner of their appointment are provided for in the Bylaws of the Corporation.

FIFTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
FLORIDA FOUNDATION FOR CORRECTIONAL EXCELLENCE, INC.**

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B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code, and in any corresponding laws of the State of Florida), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2)(3) of the Code.

E. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or to any private individual.

SIXTH: The street address of the registered office of the Corporation is 501 South Calhoun Street, Tallahassee, Florida 32399, and the name of its initial registered agent at such address is Patrick Mahoney.

SEVENTH: The Amended and Restated Articles of Incorporation of the Corporation were adopted by the Board of Directors and do not require member approval.

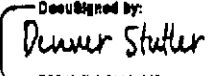
This instrument may be executed in one or more counterparts, each of which shall constitute an original document, but all of which, taken together, shall constitute one instrument. For purposes of executing this consent, a copy signed and transmitted electronically by facsimile, telecopier, email, or otherwise shall be treated as an original, and the document so transmitted shall be considered to have the same binding legal effect as an original.

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*UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
FLORIDA FOUNDATION FOR CORRECTIONAL EXCELLENCE, INC.*

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Designated by:

76646-01402601472
Denver Stutler, Director

Buchanan Ingersoll + Rooney 4125621041

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DocuSigned by:

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Erik Dellenback, Director


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*UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
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DocuSigned by:

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Jon McGavin, Director