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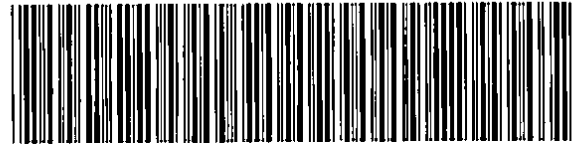
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2018 OCT 19 PM 3:06

2018 OCT 19 PM 1:52



J. BEN WATKINS III
DIRECTOR

STATE OF FLORIDA
DIVISION OF BOND FINANCE
OF THE STATE BOARD OF ADMINISTRATION

1801 HERMITAGE BOULEVARD, SUITE 200
TALLAHASSEE, FLORIDA 32308

TELEPHONE: (850) 488-4782
TELECOPIER: (850) 413-1315

RICK SCOTT
GOVERNOR
AS CHAIRMAN

PAM BONDI
ATTORNEY GENERAL
AS SECRETARY

JIMMY PATRONIS
CHIEF FINANCIAL OFFICER
AS TREASURER

ADAM H. PUTNAM
COMMISSIONER OF AGRICULTURE

October 19, 2018

Via Hand Delivery

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

2018 OCT 19 PM 3:46

Re: Florida Correctional Finance Corporation

To Whom It May Concern:

Enclosed please find the original and one copy of the Second Restated Articles of Incorporation for the above-referenced Corporation, as well as our check in the amount of \$35.00 to cover the cost of filing these articles. In addition to the changes in the Second Restated Articles of Incorporation, please make the enclosed changes to the Officers and Directors.

There are no members entitled to vote on the Second Restated Articles of Incorporation. The Second Restated Articles of Incorporation were authorized by a Resolution adopted by the Board of Directors of the Corporation and were approved by the Board of Directors on September 18, 2018.

Please contact me at 850-488-4782 or whitney.langston@sbafla.com if you need further information concerning this matter. Thank you in advance for your prompt attention to this matter.

Sincerely,

Whitney Langston
Florida Bar No. 0091515

2018 OCT 19 PM 3:26

**SECOND RESTATED
ARTICLES OF INCORPORATION
OF THE
FLORIDA CORRECTIONAL FINANCE CORPORATION**

The undersigned, for the purpose of amending and restating the Restated Articles of Incorporation on behalf of the Florida Correctional Finance Corporation (the "Corporation"), adopts the following Restated Articles of Incorporation, effective as of their date of filing with the Secretary of State of the State of Florida:

ARTICLE I

The name of the corporation shall be: Florida Correctional Finance Corporation.

ARTICLE II

The principal place of business and mailing address of the Corporation shall be:

1801 Hermitage Blvd., Suite 200
Tallahassee, FL 32308

ARTICLE III

The purpose of the Corporation shall be to acquire and hold title to or leasehold interest in real estate for projects related to correctional facilities for the Department of Management Services and Department of Corrections to finance and refinance these projects, and as further set forth in the Bylaws of the Corporation.

ARTICLE IV

The Corporation shall have no capital stock, but shall have one member. The sole member of the Corporation is the Department of Management Services, or its successors or assigns.

ARTICLE V

The business of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall consist of the director of the Office of Policy and Budget within the Executive Office of the Governor, the director of the Division of Bond Finance, and the Secretary of the Department of Management Services or his or her designee. The director of the Division of Bond Finance shall serve as president of the Corporation. Additional Directors may be appointed, as necessary, in a manner prescribed by the Bylaws of the Corporation.

ARTICLE VI

The street address of the Corporation's registered office and the name of its registered agent at such address is as follows:

J. Ben Watkins, III
1801 Hermitage Blvd., Suite 200
Tallahassee, FL 32308

ARTICLE VII

The Board of Directors, except as limited by Chapter 617, Florida Statutes and these Restated Articles of Incorporation, shall have the right to make, adopt, alter, amend, and repeal Bylaws, providing for the management of its property and the regulation and government of its business and affairs.

ARTICLE VIII

The name of the President and the address of the Corporation at the time of execution of these Restated Articles of Incorporation is as follows:

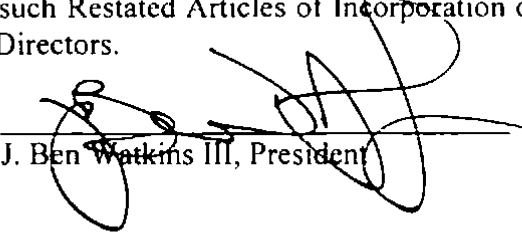
J. Ben Watkins, III
1801 Hermitage Blvd., Suite 200
Tallahassee, FL 32308

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 19 day of September, 2018, for the purposes stated above.



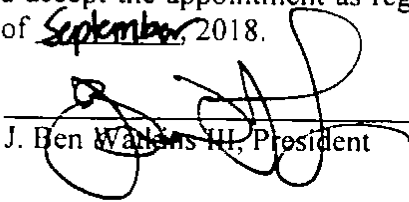
J. Ben Watkins III, President

The aforesaid Restated Articles of Incorporation were authorized by a Resolution duly adopted by the Board of Directors of the Corporation on September 19, 2018. The Corporation is a not-for-profit corporation whose Sole Member does not have the right to vote for or against Restated Articles of Incorporation, therefore the adoption of such Restated Articles of Incorporation only requires the approval of the Corporation's Board of Directors.



J. Ben Watkins III, President

Having been named as registered agent to accept service of process for the Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. Dated this 18th day of September, 2018.



J. Ben Watkins III, President

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.



J. Ben Watkins III, President

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change	<u>PD</u>	<u>Ben Watkins</u>	<u>1801 Hermitage Boulevard</u>
<input type="checkbox"/> Add			<u>Suite 200</u>
<input type="checkbox"/> Remove			<u>Tallahassee, FL 32308</u>
2) <input type="checkbox"/> Change	<u>STD</u>	<u>Kelley Boree</u>	<u>4050 Esplanade Way</u>
<input checked="" type="checkbox"/> Add			<u>Suite 380</u>
<input type="checkbox"/> Remove			<u>Tallahassee, FL 32399</u>
3) <input type="checkbox"/> Change	<u>STD</u>	<u>Michael Weber</u>	<u>4050 Esplanade Way</u>
<input type="checkbox"/> Add			<u>Suite 380</u>
<input checked="" type="checkbox"/> Remove			<u>Tallahassee, FL 32399</u>
4) <input checked="" type="checkbox"/> Change	<u>D</u>	<u>Cynthia Kelly</u>	<u>4050 Esplanade Way</u>
<input type="checkbox"/> Add			<u>Suite 380</u>
<input type="checkbox"/> Remove			<u>Tallahassee, FL 32399</u>