

N96000000296

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MICHAEL J. CANAN

November 16, 1998

Division of Corporations  
George Firestone Building  
Gaines Street  
Tallahassee, FL 32301

To Whom It May Concern:

I need to please file the attached Articles of Incorporation for the below referenced entity. In addition, I would like to please request a certified copy after it has been filed.

Renewed For Industries, Services and Employment, Inc.

Please call at the above referenced phone number when it is ready.

Very Truly Yours,

Bethany S. Herzog

bsh/certific/form

See 12/1

FILED  
98 NOV 30 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 30, 1998

BETHANY S. HERZOG  
GRAY, HARRIS & ROBINSON  
P.O. BOX 11189  
TALLAHASSEE, FL 32302-3189

SUBJECT: RENEWED FOR INDUSTRIES, SERVICES AND EMPLOYMENT, INC.

Ref. Number: N96000000296

We have received your document for RENEWED FOR INDUSTRIES, SERVICES AND EMPLOYMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 098A00056652

FILED  
98 NOV 30 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESTATED  
ARTICLES OF INCORPORATION OF  
RENEWED FOR INDUSTRIES, SERVICES AND EMPLOYMENT, INC.

The undersigned acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be:

RENEWED FOR INDUSTRIES, SERVICES AND EMPLOYMENT, INC.

The corporation may at its pleasure, by a vote of a majority, plus one, of the membership body, change its name.

The initial place of business shall be:

12425-28th St. North  
St. Petersburg, FL 33716

The corporate headquarters may be changed from time to time by approval of the Board of Directors.

ARTICLE II

The period of duration of this corporation shall be perpetual unless dissolved according to law.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To provide training opportunities, work experience and

opportunities for ex-offenders, probationers, and others; and such other lawful business as might be properly determined by the Board of Directors.

(b) To do all things to facilitate job training or placement and other related services for ex-offenders, probationers, and others that will enhance the opportunity for such individuals to serve in relevant and meaningful jobs in the future, reducing the chances of such individuals becoming solely dependant on tax supported social programs or entering or recommitting to the correctional system.

(c) As required, to develop, establish, and maintain a system of education, vocational, industrial, and rehabilitative programs to provide employment for the ex-offenders, probationers, and others to reduce recommitment to the correctional system, to increase job retention and to provide better employment to enable such individuals to be free from tax supported or welfare programs.

(d) To acquire, purchase, lease, mortgage and deal in all types of property, real and personal, which may be necessary to accomplish the general objectives herein stated, including the leasing or purchase of facilities, equipment, machinery and any other related items as the corporation may deem necessary.

(e) To encourage the goodwill and harmony between private enterprises, concerned state and local agencies and the general public necessary to accomplish the stated objectives.

(f) To solicit and receive funds, gifts, endowments, donations, grants, devises and bequests to be used by the

corporation in furtherance of the stated objectives.

(g) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.

This corporation is organized exclusively for public purposes as a not-for-profit corporation within the meaning of Section 501(c) of the Internal Revenue Code, 1986, as amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure or be for the benefit of any member, director, officer or individual. In addition, the corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in s. 501.(a)(3) of the Internal Revenue Code, 1986, as amended.

#### ARTICLE IV

There shall be no less than three (3) members of the corporation. The qualifications for members and the manner of their admission shall be as set forth in the By-Laws of the corporation, provided however, that the President of the corporation shall automatically be a member of the corporation. The actual number of members of the corporation may be set from time to time by the Board of Directors.

#### ARTICLE V

The number constituting the Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve are:

<u>NAME</u>	<u>ADDRESS</u>
Cecilia Bryant	1400 Prudential Drive #7 Jacksonville, FL 32207
Pamela Jo Davis	12425-28th St. North St.Petersburg, FL 33716
R. Ray Goode	Ryder System, Inc. 3600 NW 82nd Avenue Miami, FL 33166
Dr. Frederick S. Humphries	Florida A & M University Foote-Hilyar Administration Bldg Tallahassee, FL 32307
Maria Camila Leiva	2305 NW 107th Avenue Miami, FL 33172
Randall L. May	P.O. Box 654 Cape Canaveral, FL 32920
C.H. Ogilvie, Jr.	400 New York Avenue Winter Park, FL 32789

The method by which Board members are elected shall be set forth in the By-Laws of the corporation.

#### ARTICLE VI

This corporation shall be organized under a non-stock basis.

#### ARTICLE VII

The corporation may amend, alter or repeal any provision of the articles of incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

#### ARTICLE VIII

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-laws shall be adopted by a two-thirds vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws as are adopted in this manner may be altered, rescinded or amended by a two-thirds vote of the Directors present at any regular or special meeting of the Board of Directors, a quorum being present.

#### ARTICLE IX

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose. None of these assets will be distributed by or to any member, officer or director of this corporation or any other entity.

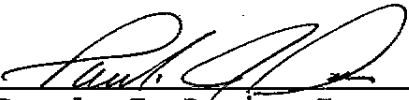
#### ARTICLE X

The name and address of the sole incorporator is:

Pamela Jo Davis  
12425-28th St. North  
St. Petersburg, FL 33716


The method for adopting these restated articles is contained in the minutes of the meeting of Board of Directors attached hereto.

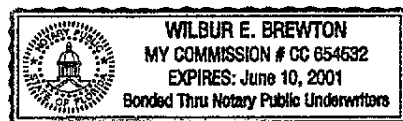
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Restated Articles of Incorporation containing ten (10) articles; this 23d day of October, 1998.

  
\_\_\_\_\_  
Pamela Jo Davis, Incorporator  
President

STATE OF FLORIDA  
COUNTY OF LEON

THE FOREGOING instrument was acknowledged and sworn before me this 23rd day of October, 1998, by Pamela Jo Davis, of Renewed for Industries, Services and Employment, Inc. who is personally known to me.

  
\_\_\_\_\_  
Wilbur E. Brewton  
Notary Public  
My Commission Expires



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.1507, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent, in the State of Florida.

1. The name of the corporation is:


**RENEWED FOR INDUSTRIES, SERVICES AND EMPLOYMENT, INC.**

2. The name and address of the registered agent and office is:

Wilbur E. Brewton  
225 South Adams Street, Suite 250  
Tallahassee, Florida 32301

  
Pamela Jo Davis, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Wilbur E. Brewton

Date: 10/23/98

**MINUTES OF SECOND ORGANIZATION MEETING OF DIRECTORS**  
**OF**  
**RENEWED FOR INDUSTRIES, SERVICES AND EMPLOYMENT, INC.**

The organization meeting of directors was held at St. Petersburg, Florida, on the 23rd day of October, 1998, at 9:30 o'clock A.M.

The following were present:

Cecilia Bryant	Pamela Jo Davis
R. Ray Goode	Frederick S. Humphries
Maria Camila Leiva	Randall L. May
C.H. Ogilvie, Jr.	

being a quorum of the directors of the corporation.

Cecilia Bryant was nominated and elected temporary chairman and acted as such until relieved by the Chairman. Esther R. Knightly was nominated and elected temporary secretary, and acted as such until relieved by the permanent secretary.

The Secretary, then presented and read to the meeting a copy of the Restated Articles of Incorporation of the corporation. Being that member approval was not required for any amendment contained in the Restated Articles of Incorporation, upon motion duly made, seconded and carried unanimously by the Board of Directors, said Restated Articles of Incorporation were adopted. The President was directed take such action as necessary to file the Restated Articles of Incorporation with the Department of State, and the Secretary was directed to append to these minutes a copy of the Restated Articles of Incorporation.

The following were duly nominated and, a vote having been taken, were unanimously elected officers of the corporation to serve for one year and until their successors are elected and qualified:

Chairman:	Cecilia Bryant
Vice Chairman:	R. Ray Goode
President:	Pamela Jo Davis
Secretary:	Esther R. Knightly
Treasurer:	Robert M. Smith

The President presented and read, article by article, the proposed By-laws for the conduct and regulation of the business and affairs of the corporation as prepared by Gray, Harris & Robinson, P.A., counsel for the corporation.

Upon motion duly made, seconded and carried, they were adopted and in all respects, ratified, confirmed and approved, as adopted, as and for the By-laws of this corporation.

The Secretary was directed to cause them to be inserted in the minute book of the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED that the Treasurer be and hereby is authorized to open a bank account in behalf of the corporation with Nationsbank 18167 U.S. Highway 19, North, Clearwater, Florida 33764-6575, and a resolution for that purpose on the printed form of said bank was adopted and was ordered appended to the minutes of this meeting.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the President be and hereby is authorized to designate the principal office of the corporation in the State of Florida as the office for service of process upon the corporation and designate such agent of agents for service of process as the President may deem advisable from time to time, and to file with the Secretary of State, immediately and thereafter as required, the appropriate certificates designating the office of and agent of agents for service of process on this corporation; and further the President is authorized to take such action as is necessary to implement all matters necessary to fully organize the Corporation including the filing for exemption from taxation under State and Federal law.

Upon motion duly made, seconded and carried, it was

RESOLVED, the General Counsel for the corporation is Gray, Harris & Robinson, P.A., and the General Counsel is authorized to do all things necessary to register the fictitious name, RISE of Florida, on behalf of the corporation.

Upon Motion duly made, seconded and carried, it was


RESOLVED, that the Certified Public Accountant and the Auditor for the Corporation shall be chosen by the Treasurer, subject to ratification by the Directors.

After fixing a record date for a meeting, the corporation

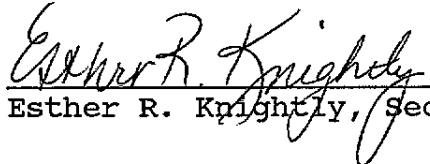
FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and Waiver of Notice of the meeting by the signatories.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

DATED: October 23, 1998

  
Cecilia Bryant, Chairman

Attest:

  
Esther R. Knightly, Secretary

A true copy of each of the following papers referred to in the foregoing minutes is appended hereto:

Restated Articles of Incorporation  
Waiver of Notice of Meeting  
By-laws  
Resolution designating depository of funds