

N98000006008

TRANSMITTAL LETTER

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

SUBJECT: BEHIND INVISIBLE BARS, INC.
(Proposed corporate name - must include suffix)

RECEIVED
98 OCT 21 PM 1:29
DIVISION OF CORPORATION

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Lillian M. Tilford
Name (Printed or typed)

1595 Lonnie Road
Address

Tallahassee, Florida 32308
City, State & Zip

(850) 878-7670
Daytime Telephone number

400002669274--5
-10/21/98--01064--002
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

SMITH OCT 21 1998

**ARTICLE OF INCORPORATION
OF
BEHIND INVISIBLE BARS, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Articles 1. Name. The name of the Corporation is as follows: Behind Invisible Bars, Inc.

Article 2. Address. The principal office of the Corporation has not yet been established. The current mailing address of the Corporation: Post Office Box 20141, Tallahassee, FL 32316.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1517 Chowkeebin NeNe Street, Tallahassee, Florida 32304, and the name of its Registered Agent is Frances Seretha McMillon.

Article 4. No Member. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). If the Corporation ever has members, no members shall have any vested right, interest or privilege in or to the assets of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code

Article 6. Purpose. The purpose for which the Corporation is organized is as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). Among those purposes are policy advocacy for inmates and ex-offenders, providing services and referrals.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.

C. To do such things and to perform such acts to accomplish its purpose as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit Corporations under the laws of the State of Florida

D. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

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TALLAHASSEE, FLORIDA

Article 7. Term. Corporation existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

Article 8. Immunity Status. If possible, the Corporation shall qualify as a cultural or educational institution within the United States under Title 22 United States Code Section 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary exhibition of display"). This qualification shall not interfere with the Corporation's tax exempt status.

Article 9. Limitation. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Director or Officers, but 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 6 (Purpose) hereof.

Article 10. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any or such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purpose described in Section 170(c)(1) or 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1), (2), or (3) of said Code.

Article 11. Board of Directors. There shall be a Board of Directors consisting of at least three (3) individuals, but not more than nine (9). The initial Directors are to be selected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two thirds (2/3) of the Board of Directors.

Article 12. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 13. Incorporator. The name and street address of the Incorporator is Lillian M. Tilford, 1595 Lonnie Road, Tallahassee, FL 32308.

Article 14. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The Bylaws shall provide the establishment of the rules and regulations governing residency in any facility.

Article 15. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 16. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to be fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on October 1998.


Incorporator

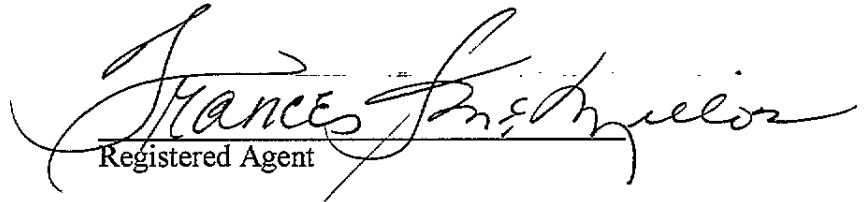
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the below-identified corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Behind Invisible Bars, Inc.
2. The name and address of the registered agent and registered office are Miss Frances S. McMillon, 1517 Chowkeebin NeNe Street, Tallahassee, FL 32304.

I, the undersigned person, having been named as registered agent and the accept service of process for the above-stated corporation at the place designated in this statement, hereby accepted 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.

DATED October 21, 1998 Tallahassee, Florida


Registered Agent

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TALLAHASSEE, FLORIDA