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NCTO:

3516271
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE INSIDE MEN'S FOUNDATION

FILED *EW*
Secretary of State
State of California

MAR 04 2014

IPC

The undersigned certify that:

1. They are the president and the secretary, respectively, of THE INSIDE MEN'S FOUNDATION, a California corporation.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in full as follows (the "Amended and Restated Articles of Incorporation"):

ARTICLE I

The name of the corporation is Freedom Within Project.

ARTICLE II

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purpose of this corporation is to assist inmates of the California Department of Corrections in maximum security prisons in taking behavioral, emotional and spiritual responsibility for their lives. Freedom Within Project is a not-for-profit organization created by inmates and citizens dedicated to the personal growth of men in prison. Aided by outside volunteers, inmates conduct weekly circles and occasional week-end trainings where the inmates can safely explore, express and work through issues that may have prevented them from living up to their full potential as human beings.

ARTICLE III

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 distributions in furtherance of the purposes set forth in Article II hereof. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

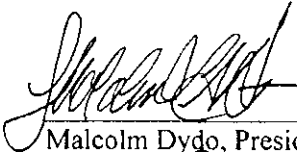
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

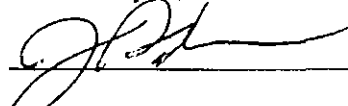
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: January 28, 2014



Malcolm Dydo, President



Jay Saber, Secretary