

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM358846

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Securus, Inc.		12/01/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Securus, Inc.
Street Address:	4601 E. Cheyenne Ave., Suite 101
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89115
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1390687	HOLDRITE
Registration Number:	2200346	QUICK STRAP
Registration Number:	2565018	PEXRITE
Registration Number:	2911357	TESTRITE
Registration Number:	2885083	HOLDRITE STOUT BRACKET
Registration Number:	2958404	HOLDRITE SNAP CLAMP
Registration Number:	3221859	FLAME FIGHTER
Registration Number:	3775354	LOCK-N-LOAD
Registration Number:	4754208	HOLDRITE PROGUARD

CORRESPONDENCE DATA

Fax Number: 9498556371

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 949-855-1246

Email: elawson@stetinalaw.com

Correspondent Name: Lowell Anderson

Address Line 1: 75 Enterprise

Address Line 2: Suite 250

Address Line 4: Aliso Viejo, CALIFORNIA 92656

CH \$240.00 1390687

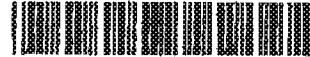
ATTORNEY DOCKET NUMBER:	HENTE-000
NAME OF SUBMITTER:	Lowell Anderson
SIGNATURE:	/LOWELL ANDERSON/
DATE SIGNED:	10/15/2015

Total Attachments: 17

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ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 884-5708
 Website: www.nvsos.gov



040102

Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20120872770-56 Filing Date and Time 12/27/2012 3:10 PM Entry Number E0663302012-5
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	SECURUS, INC.										
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) LIONEL SAWYER & COLLINS, LTD. Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity <table border="1"> <tr> <td>50 W. LIBERTY STREET, #1100 Street Address</td> <td>RENO City</td> <td>Nevada</td> <td>89501 Zip Code</td> </tr> <tr> <td>Mailing Address (if different from street address)</td> <td>City</td> <td>Nevada</td> <td>Zip Code</td> </tr> </table>			50 W. LIBERTY STREET, #1100 Street Address	RENO City	Nevada	89501 Zip Code	Mailing Address (if different from street address)	City	Nevada	Zip Code
50 W. LIBERTY STREET, #1100 Street Address	RENO City	Nevada	89501 Zip Code								
Mailing Address (if different from street address)	City	Nevada	Zip Code								
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	Par value per share: \$	Number of shares without par value: 50,000								
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) MICHELLE D. HUBBARD Name 4601 E. CHEYENNE AVE. #101 Street Address LAS VEGAS City NV State 89115 Zip Code 2) Name Street Address City State Zip Code										
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:										
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	CRAIG ETEM Name Incorporator Signature 50 W. LIBERTY STREET #1100 Address RENO City NV State 89115 Zip Code										
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Director Date										

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
 Revised: 3-10-11



SECURUS, INC.

Type:	NR578 Domestic Corporation	
Status:	Active	
File #:	EL098362012-0	
Registered Agent:	LIONEL SAWYER & COLLINS, LTD 50 W LIBERTY STREET SUITE 1100 RENO NV 89501	
Officers:	Title	Address
	PRESIDENT	TIMOTHY MCCONNELL 4501 E CHEYENNE AVE #101 LAS VEGAS NV 89115
	SECRETARY	MICHELLE HUBBARD 4501 E CHEYENNE AVE #101 LAS VEGAS NV 89115
	TREASURER	MARC COFFER 4501 E CHEYENNE AVE #101 LAS VEGAS NV 89115
	DIRECTOR	MICHELLE HUBBARD 4501 E CHEYENNE AVE #101 LAS VEGAS NV 89115

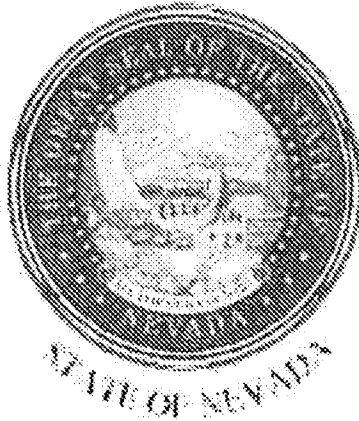
Online processing is not available for any initial or annual list filing claiming a statutory exemption from the state business license requirement. You must submit the initial or annual list paperwork and a notarized Declaration of Eligibility for State Business License Exemption directly to the Secretary of State's office. For forms, click [here](#).

File Amended List

[New Search](#)

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SECRETARY OF STATE



CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SECURUS, INC.**, did on December 27, 2012, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 28, 2012.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Mary Petterson
Certificate Number: C20121228-0667
You may verify this certificate
online at <http://www.nvsos.gov/>

**JOINT CONSENT OF THE SOLE SHAREHOLDER OF
SECURUS, INC., A NEVADA CORPORATION, AND SECURUS, INC., A CALIFORNIA
CORPORATION, TO TAKE ACTION WITHOUT A MEETING**

The undersigned being, respectively, the sole shareholder of SECURUS, INC., a Nevada corporation ("SECURUS NV"), and the sole shareholder of SECURUS, INC., a California corporation ("SECURUS CA"), do hereby adopt and consent to the adoption of the following preambles and resolutions, pursuant to Section 78.320 of the Nevada Revised Statutes and Section 603 of the California Corporations Code:

WHEREAS, the directors of each of SECURUS NV AND SECURUS CA have deemed it advisable and in the best interest of each such corporation to enter into an Agreement and Plan of Merger (the "Merger Agreement"), the form of which is attached hereto as Exhibit A, and to consummate the merger (the "Merger") contemplated thereby, and have recommended approval of the Merger Agreement and the Merger;

NOW, THEREFORE, BE IT RESOLVED: That Merger Agreement and the Merger are approved;

FURTHER RESOLVED, that the officers and directors of each of SECURUS NV and SECURUS CA are authorized and directed to execute the Merger Agreement and to take such actions as may be necessary or appropriate to cause the Merger to be consummated reasonably promptly after the date hereof, but in no event later than December 31, 2012.

DATED: December 1, 2012.



Michelle M. Hubbard, trustee of the Michelle M. Hubbard Revocable Trust dated May 1, 2001, sole shareholder of SECURUS, INC., a Nevada corporation



Michelle M. Hubbard, trustee of the Michelle M. Hubbard Revocable Trust dated May 1, 2001, sole shareholder of SECURUS, INC., a California corporation

**CONSENT OF
THE DIRECTORS OF**

SECURUS, INC., a Nevada corporation

The undersigned, being the Directors of SECURUS, INC., a Nevada corporation (the "Company"), do hereby consent to the adoption of, and adopt, the following preambles and resolutions pursuant to Section 78.315(2) of the Nevada Revised Statutes:

WHEREAS, the Directors deem it advisable and in the best interest of the Company to adopt and approve certain organizational procedures of the Company;

RESOLVED: That the Articles of Incorporation having been filed with the Secretary of State of the State of Nevada in December 2012 and are to be inserted in the minute book of the Company showing the filing;

RESOLVED: That the form of stock certificate presented to the Directors be, and the same hereby is, adopted and approved as the stock certificate of the Company, a specimen copy of the stock certificate to be inserted in the minute book.

RESOLVED: That Timothy McConnell is elected as President of the Company:

RESOLVED: That Marc Coffey is elected as Vice President and Treasurer of the Company:

RESOLVED: That Michelle M. Hubbard is elected as Secretary of the Company:

RESOLVED: That the Company establish in its name one or more deposit accounts in such banking institutions as the President or Secretary of the Company shall elect, upon such terms and conditions as may be agreed upon with the bank and that the President or Secretary of the Company is authorized to establish such accounts.

RESOLVED: That the President, Secretary or Treasurer may sign checks. The signature of the authorized person shall be certified to the bank by the Secretary. Checks drawn in accordance with this resolution, including those drawn to the order of any officer or person authorized to sign them, shall be honored by the bank.

WHEREAS, the Directors wish to adopt a new Code of Bylaws for the regulation of the Company's affairs; and

WHEREAS, there has been presented to the Directors a form of Code of Bylaws for the regulation of the affairs of the Company;

WHEREAS, it is deemed to be in the best interests of the Company and its shareholder that said Code of Bylaws be adopted by the Directors as and for the Code of Bylaws of the Company;

NOW, THEREFORE, BE IT RESOLVED: That the Code of Bylaws presented to the Directors be, and the same hereby is adopted as and for the Code of Bylaws of the Company; and

FURTHER RESOLVED: That the Secretary of the Company be, and she hereby is, authorized and directed to execute a certificate of the adoption of said Code of Bylaws and to insert said Code of Bylaws as so certified in the minute book of the Company, and to see that a copy of the said Code of Bylaws, similarly certified, is kept at the registered office of the Company for the transaction of business;

RESOLVED: That the Company issue to Michelle M. Hubbard, as trustee of the Michelle M. Hubbard Revocable Trust dated May 1, 2001, 20,000 shares of the Company's common stock and that the President and Secretary are authorized and directed to execute the certificates of such shares upon receipt of payment therefor in cash or cash equivalent.

WHEREAS, Nevada Revised Statutes § 360.780 requires that an officer or some other person be specifically authorized to sign the application for the business license issued by the Department of Taxation required pursuant to Nevada Revised Statutes § 360.780 ("Application");

NOW, THEREFORE, BE IT RESOLVED: That Michelle M. Hubbard or the Company's attorney is authorized to sign the Application.

WHEREAS, the Company has been presented with an Agreement and Plan of Merger (the "Merger Agreement"), the form of which is attached as Exhibit A, relating to a proposed merger (the "Merger") between the Company and SECURUS, INC., a California corporation.

WHEREAS, the Directors have determined that entering into the Merger Agreement and consummating the Merger is in the best interest of the Company and its sole shareholder.

NOW, THEREFORE, RESOLVED, the Merger, on the terms set forth in the Merger Agreement is approved and approval thereof is recommended to the Company's sole shareholder.

FURTHER RESOLVED, the attorney of the Company and the officers of the Company are authorized and directed to take such actions as may be necessary or appropriate to accomplish the purpose and intent of the foregoing and to present the recommendation of the Directors as to the Merger and the Merger Agreement to the Company's sole shareholder. Upon approval thereof by such sole shareholder, the officers and directors are authorized and directed to file articles of merger with the Nevada Secretary of State promptly thereafter, but in no event later than December 31, 2012, and to take such other actions and make such other filings as may be necessary or appropriate to fully consummate the Merger by such date.

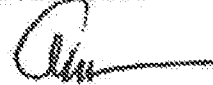
WHEREAS, upon the Merger the corporation is a Small Business Corporation within the meaning of Section 1361(b) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, it is to the advantage of and in the best interests of the Company and its shareholder to continue to be taxed as a Subchapter S Corporation and to retain the tax treatment of a Subchapter S Corporation;

NOW, THEREFORE, BE IT RESOLVED: That the corporation will continue as electing Small Business Corporation (as that term is defined by Section 1361(b) of the Internal Revenue Code) and that the officers of the corporation shall do all acts necessary to secure recognition as such by the Internal Revenue Code.

DATED: December 1, 2012.


Michelle M. Hubbard


Anthony J. Pitale

Confidential@SECURE NV ORGANIZATIONAL CONSENT

TRADEMARK
REEL: 005646 FRAME: 0605

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into by and between SECURUS, INC., a Nevada corporation (herein "Surviving Entity") and SECURUS, INC., a California corporation (herein "Merging Entity") with respect to the following terms, and conditions:

- 1) Merging Entity shall be merged into Surviving Entity.
- 2) All of the shareholders of the Merging Entity and all of the shareholders of the Surviving Entity deem it in the best interests of their respective entities that said merger be accomplished in compliance with relevant Nevada law.
- 3) The merger shall be effective on the date that Articles of Merger relating thereto are filed with the Nevada Secretary of State (the "Effective Date").
- 4) Without any other transfer or documentation, on the Effective Date of the merger:
 - (i) the separate existence of the Merging Entity shall cease and the Merging Entity shall be merged with and into the Surviving Entity;
 - (ii) the Surviving Entity shall succeed to all of Merging Entity's rights and property;
 - (iii) the Surviving Entity shall be subject to all Merging Entity's liabilities and obligations;
 - (iv) the articles of incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall be the articles of incorporation of the Surviving Entity unless and until amended as provided by law and the bylaws of the Surviving Entity;
 - (v) the bylaws of the Surviving Entity in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Entity unless and until amended or revoked as provided by law and the constituent documents of the Surviving Entity; and
 - (vi) each share of stock in the Surviving Entity outstanding immediately prior to the Effective Date shall remain outstanding and the shares of stock in Merging Entity outstanding immediately prior to the merger shall be cancelled.
- 5) Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- 6) Surviving Entity is organized under the laws of Nevada and and Merging Entity is organized under the laws of the State of California.
- 7) Surviving Entity's address is 4601 E. Cheyenne Ave., Suite 101, Las Vegas, NV

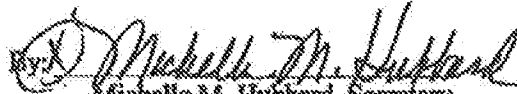
89115. Merging Entity's address is 4601 E. Cheyenne Ave., Suite 101, Las Vegas, NV 89115.

- 8) The officers and directors of Surviving Entity shall continue and remain as such after the Effective Date and for the full unexpired portion of each such officer's and director's term, or until their successor has been duly elected or appointed and qualified.
- 9) At any time prior to the Effective Date, the board of directors of either Merging or Surviving Entity may abandon the Merger without action of the shareholders of Merging Entity or Surviving Entity.
- 10) The effects of the merger are as prescribed by Nevada law and California law.

IN WITNESS WHEREOF, the parties have executed this Agreement.


SURVIVING ENTITY: SECURUS, INC., a corporation formed under the laws of Nevada

Dated: December 1, 2012

By: 
Michelle M. Hubbard, Secretary

MERGING ENTITY: SECURUS, INC., a corporation formed under the laws of California

Dated: December 1, 2012

By: 
Michelle M. Hubbard, Secretary

CODE OF BYLAWS

OF

SECURUS, INC.

ARTICLE I

IDENTIFICATION

Section 1.01. Name. The name of the corporation is SECURUS, INC.

Section 1.02. Registered Office and Resident Agent. The address of the registered office of the corporation is 50 W. Liberty Street, Suite 1100, Reno, Nevada 89501; and the name of the resident agent at this address is Lionel Sawyer & Collins, Ltd.

Section 1.03. Fiscal Year. The fiscal year of the corporation shall be a calendar year.

ARTICLE II

STOCK

Section 2.01. Issuance of Shares. The board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including, but not limited to, cash, promissory notes, services performed, contracts for services to be performed or other securities of the corporation. The judgment of the board of directors as to the consideration received for the shares issued is conclusive in the absence of actual fraud in the transaction.

Section 2.02. Payment of Shares. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

Section 2.03. Certificates Representing Shares and Uncertificated Shares. Unless otherwise provided in the articles of incorporation or a resolution of the board of directors, each holder of the shares of stock of the corporation shall be entitled to a certificate signed by the President or a Vice President and the Secretary or an Assistant Secretary of the corporation, certifying the number of shares owned by him in the corporation. Unless otherwise provided in the articles of incorporation, the board of directors may by resolution authorize the issuance of uncertificated shares of some or all of the shares of any or all of its classes or series. The issuance of uncertificated shares has no effect on existing certificates for shares until surrendered to the corporation, or on the respective rights and obligations of the stockholders. Unless otherwise provided by a specific statute, the rights and obligations of stockholders are identical whether or not their shares of stock are represented by certificates.

Section 2.04. Transfer of Stock. The corporation must register a transfer of shares if the requirements of NRS 104.8401 are satisfied.

ARTICLE III

THE SHAREHOLDERS

Section 3.01. Place of Meetings. Meetings of the shareholders of the corporation shall be held at any other place within or without the State of Nevada as may be designated in the notice thereof.

Section 3.02. Annual Meetings. Unless the Shareholders have executed and delivered a written consent for such purpose, the Shareholders shall elect the directors at the annual meeting of the Shareholders, which shall be held each year at the principal office of the corporation at the hour of ten o'clock a.m. on the anniversary date of the incorporation of this corporation, if this day shall fall on a normal business day, and if not, then on the first following normal business day or on such other date and at such other time as the directors of the corporation may determine. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

Section 3.03. Special Meetings. Special meetings of the Shareholders may be called by the President, the board of directors, or by the Secretary at the written request (stating the purpose or purposes for which the meeting is called) of the holders of not less than one-tenth of all the shares entitled to vote at the meeting.

Section 3.04. Notice of Meetings: Waiver. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each registered holder entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the registered holder at his address as it appears on the stock transfer books of the corporation, with postage on it prepaid. Waiver by a Shareholder in writing of notice of a Shareholders' meeting shall constitute a waiver of notice of the meeting, whether executed and/or delivered before or after such meeting.

Section 3.05. Quorum. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders. The Shareholders present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum. The act of a majority of the shares entitled to vote at a meeting at which a quorum is present shall be the act of the Shareholders, unless a greater number is required by applicable law.

Section 3.06. Proxies. A Shareholder may vote either in person or by proxy executed in writing by the Shareholder or by his duly authorized attorney-in-fact.

Section 3.07. Action Without A Meeting. Any action that may be taken at a meeting of the Shareholders may be taken without a meeting if a consent in writing, setting forth the actions taken, shall be signed by the Shareholders holding at least a majority of the voting power, unless

a greater proportion of voting power is required for such an action at a meeting, as the case may be.

ARTICLE IV

THE BOARD OF DIRECTORS

Section 4.01. Number and Qualifications. The business and affairs of the corporation shall be managed by a board of directors initially consisting of one director. The number of Directors may be increased or decreased at any time by a resolution of the Shareholders or the Board of Directors.

Section 4.02. Election. Members of the initial Board of Directors shall hold office until the first annual meeting of Shareholders and until their successors shall have been elected and qualified. At the first annual meeting of Shareholders and at each annual meeting thereafter, the Shareholders shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which such Director is elected and until his successor shall be elected and qualified or until his earlier resignation or removal. Notwithstanding anything herein to the contrary, any Director may be removed from office at any time by the vote or written consent of Shareholders representing not less than two-thirds of the issued and outstanding stock entitled to vote.

Section 4.03. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors. If there are no Directors remaining, a plurality of the Shareholders may fill such vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, subject to removal as aforesaid.

Section 4.04. Place of Meeting. The Board of Directors, annual, regular or special, may be held either within or without the State of Nevada.

Section 4.05. Annual Meetings. Immediately after the annual meeting of the Shareholders, the Board of Directors may meet each year for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for this annual meeting shall be necessary.

Section 4.06. Other Meetings. Other meetings of the Board of Directors may be held upon notice by letter, facsimile, cable, or electronic mail, delivered for transmission not later than during the third day immediately preceding the day for the meeting, or by word of mouth, telephone, or radiophone received not later than during the second day preceding the day for the meeting, upon the call of the President or Secretary of the corporation at any place within or without the State of Nevada. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice, whether before or after the time of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

Section 4.07. Quorum. A majority of the number of Directors holding office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum has been achieved shall be the act of the Board of Directors unless the act of a greater number is required by applicable law.

Section 4.08. Action Without A Meeting. Any action that may be taken at a meeting of the Directors, or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be.

Section 4.09. Powers. The Board of Directors may exercise all of the powers granted the board under Nevada law, the articles of incorporation or these bylaws.

ARTICLE V

THE OFFICERS

Section 5.01. Officers. The officers of the corporation shall consist of a President, Secretary and Treasurer, and may also include a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or such other officers or assistant officers or agents as may be provided herein, or otherwise deemed necessary, from time to time by the Board of Directors. Officers need not be Directors of the corporation. Each officer so elected shall hold office until his successor is elected and qualified, but shall be subject to removal at any time by the vote or written consent of a majority of the Directors. Any Officer may resign at any time upon written notice to the Secretary of the corporation.

Section 5.02. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is elected and qualified, subject to removal as aforesaid.

Section 5.03. The Chairman of the Board of Directors (the "Chairman"). If the Board of Directors elects a Chairman, the Chairman shall preside at all meetings of the Directors, discharge all duties incumbent upon the presiding officer, and shall perform such other duties as this Code of Bylaws provides or the Board of Directors may prescribe.

Section 5.04. The President. The President shall have active executive management of the operations of the corporation, subject, however, to the control of the Board of Directors. [He/She] shall preside at all meetings of Shareholders, discharge all the duties incumbent upon a presiding officer, and perform such other duties as this Code of Bylaws provides or the Board of Directors may prescribe. The President shall have full authority to execute proxies in behalf of the corporation, to vote stock owned by it in any other corporation, and to execute powers of attorney appointing other corporations, partnerships, or individuals the agent of the corporation.

Section 5.05. The Vice President. If the Board of Directors elects a Vice President, the Vice President shall perform all duties incumbent upon the President during the absence or

disability of the President, and shall perform such other duties as this Code of Bylaws may provide or the Board of Directors may prescribe.

Section 5.06. The Secretary. The Secretary shall attend all meetings of the Shareholders and of the Board of Directors, and shall keep a true and complete record of the proceedings of these meetings. The Secretary shall be custodian of the records of the corporation. The Secretary shall attend to the giving of all notices and shall perform such other duties as this Code of Bylaws may provide or the Board of Directors may prescribe.

Section 5.07. The Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the corporation. The Treasurer shall immediately deposit all funds of the corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the corporation, and shall perform such other duties as this Code of Bylaws may provide or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

Section 5.08. Transfer of Authority. In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any Director or employee of the corporation, provided a majority of the full Board of Directors concurs.

ARTICLE VI

NEGOTIABLE INSTRUMENTS, DEEDS, AND CONTRACTS

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall, unless otherwise required by law, or otherwise authorized by the Board of Directors as hereinafter set forth, be signed by the Chairman or by anyone of the following officers: President, Secretary or Treasurer. The Board of Directors may designate one or more persons, officers or employees of the corporation, who may, in the name of the corporation and in lieu of, or in addition to, those persons hereinabove named, sign such instruments; and may authorize the use of facsimile signatures of any of such persons.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; INSURANCE

Section 7.01. Indemnity for Claims Not in Name of Corporation.

(a) The corporation must indemnify, to the maximum extent permitted by the law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action, suit or proceeding, had no reasonable cause to believe his conduct was unlawful. The corporation may not indemnify any such person if it is proven his act, or failure to act, constituted a breach of his fiduciary duties as a director or officer, and his breach of those duties involved intentional misconduct, fraud or a knowing violation of law, making him liable pursuant to Section 78.138 of the Nevada Revised Statutes.

(b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person is liable pursuant to Section 78.138 of the Nevada Revised Statutes or did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, or that, with respect to any criminal action or proceeding, such person had reasonable cause to believe that his conduct was unlawful.

Section 7.02. Indemnity for Claims in Name of Corporation.

(a) Subject to Subsection 7.02(b) below, the corporation must indemnify, to the maximum extent permitted by the law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including amounts paid in settlement and attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation. The corporation may not indemnify any such person if it is proven his act, or failure to act, constituted a breach of his fiduciary duties as a director or officer, and his breach of those duties involved intentional misconduct, fraud or a knowing violation of law, making him liable pursuant to Section 78.138 of the Nevada Revised Statutes.

(b) Indemnification may not be made for any claim, issue or matter as to which such person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which such action or suit was brought or other court of competent jurisdiction determines upon application that, despite the

adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 7.03. Success on Merits. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 7.01 and 7.02, or in defense of any claim, issue or matter therein, such person shall be indemnified by the corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Section 7.04. Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the corporation as authorized in this Article.

Section 7.05. Other Sources of Indemnity. The indemnification provided by this Article:

(a) does not exclude any other rights to which a person seeking indemnification may be entitled under any article of incorporation or any agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding such office; and

(b) shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.06. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and expenses incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the authority to indemnify him against such liability and expenses under the provisions of this Article or otherwise.

ARTICLE VIII

AMENDMENTS

The power to alter, amend, or repeal this Code of Bylaws, or adopt a new Code of Bylaws, is vested in the Board of Directors, but the affirmative vote of a majority of the Board of Directors holding office shall be necessary to effect any such action.

I hereby certify that the foregoing Bylaws are a true and correct copy of the Bylaws of SECURUS, INC., a Nevada corporation, as adopted on the 1st day of December, 2012.


Michelle M. Hubbard, Secretary