

N 00000004345

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TAMPA, FLORIDA 33601-2920

June 22, 2000

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

100003305361--1
-06/27/00--01003--003
*****78.75 *****78.75

Re: HILLSBOROUGH COUNTY WORKFORCE BOARD, INC.

Dear Secretary:

Enclosed herewith are the Articles of Incorporation for the subject corporation together with a check in the amount of \$78.75 to cover the following:

| | |
|----------------------|--------------|
| Filing Fees | \$35.00 |
| Certified Copy | 8.75 |
| Registered Agent Fee | <u>35.00</u> |

\$78.75

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

Enclosures

FILED
00 JUN 27 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS
6-29-00
9

ARTICLES OF INCORPORATION

OF

HILLSBOROUGH COUNTY WORKFORCE BOARD, INC.

FILED
00 JUN 27 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator and subscriber to the Articles of Incorporation desires to form a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I

Name and Address

The name of this Corporation is HILLSBOROUGH COUNTY WORKFORCE BOARD, INC. Its mailing address and principal place of business is 9225 Bay Plaza Blvd., Suite 405, Tampa, Florida 33619.

ARTICLE II

Purpose

Section 1. This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized and the business and objects to be carried on and promoted by it are as follows:

To provide job training and employment counseling for the poor and hard-to-place workers. To promote employment for the poor and underemployed individuals, to assist welfare recipients, disabled workers, persons affected by layoffs, and other hard-to-place workers in finding meaningful employment.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, directors, 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 exempt purpose set forth above. No substantial part of the activities of the Corporation shall

consist of 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.

Section 3. The Corporation is organized and shall be operated exclusively for charitable and/or educational purposes. The Corporation may receive and administer funds for educational and/or charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the corresponding section of any future United States Internal Revenue law, being exclusively for a public purpose and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or by a corporation; contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

ARTICLE III

Powers and Restrictions

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not-for-profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE IV

Membership

Members shall be those individuals who are the directors of the Corporation. The initial Board of Directors shall constitute the initial membership of this Corporation and each director shall remain a member as long as he or she holds office.

ARTICLE V

Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI

Incorporator

The name and address of the subscribing incorporator to these Articles is as follows:

Cheikh T. Sylla
9225 Bay Plaza Blvd., Ste. 405
Tampa, FL 33619

ARTICLE VII

Management and Initial Officers

The affairs of the Corporation shall be managed by its Board of Directors and day-to-day operations shall be carried on by a President and a Secretary/Treasurer, who shall be elected from among the members of the Board of Directors at each annual meeting of the Board of Directors and shall hold office until the next succeeding annual meeting and until their successors shall have been elected and qualified. Additional officers, such as Vice-Presidents, Treasurer, Assistant Treasurers and Assistant Secretaries, may also be elected in the discretion of the Board of Directors. The names of the initial officers who shall serve until their successors are elected by the Board of Directors are:

| | |
|-----------------|---------------------|
| Cheikh T. Sylla | President |
| Max Selko | Secretary/Treasurer |

The officers shall serve without compensation.

ARTICLE VIII

Board of Directors

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Cheikh T. Sylla
9225 Bay Plaza Blvd., Suite 405
Tampa, FL 33619

Max Selko
9225 Bay Plaza Blvd., Suite 405
Tampa, FL 33619

Roberta Clark
9225 Bay Plaza Blvd., Suite 405
Tampa, FL 33619

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3), nor more than five (5).

Section 3. The method of election of the directors and the filling of vacancies on the Board of Directors shall be stated in the Bylaws of the Corporation.

Section 4. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors immediately after the resignation or expiration of the term of the office of any prior Chairman. The Chairman of the initial Board of Directors shall be:

Cheikh T. Sylla
9225 Bay Plaza Blvd., Suite 405
Tampa, FL 33619

Section 5. The annual meeting of the Board of Directors shall be held in June of each year.

ARTICLE IX

ByLaws

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and members.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a majority of those Directors present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the Bylaws or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

Dissolution

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively and for the benefit of an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a public entity or agency, and to no other person, trust or corporation.

ARTICLE XII

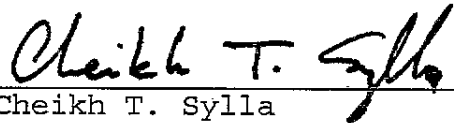
Initial Registered Office and Agent

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: Cheikh T. Sylla

Registered Office: 9225 Bay Plaza Blvd., Suite 405
Tampa, Florida 33619

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 22 day of June, 2000, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.


Cheikh T. Sylla


ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and Court set forth above, personally appeared, RAY HIMEBAUGH, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of June, 2000.




Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My commission expires: _____

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HILLSBOROUGH COUNTY WORKFORCE BOARD, INC., desiring to organize under the not-for-profit corporation act of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 9225 Bay Plaza Blvd., Suite 405, Tampa, Florida 33619, has named CHEIKH T. SYLLA, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, the undersigned corporation hereby accepts to act in this capacity, is familiar with and agrees to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 617, Florida Statutes.

REGISTERED AGENT:

Cheikh T. Sylla

Cheikh T. Sylla

00 JUN 27 PM 1:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHEIKH T. SYLLA and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that he executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of June, 2000.

Melissa A. Rose

Printed Name: _____

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My commission expires:

