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FLORIDA PROFIT/NON PROFIT CORPORATION
THE ACCREDITED TRAINING COUNCIL TRADE ASSOCIATION, I

Certificate of Status	1
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
THE ACCREDITED TRAINING COUNCIL TRADE ASSOCIATION, INC.
(Not-For-Profit)**

The undersigned, desiring to form a corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF LONDON

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**ARTICLE I
NAME**

The name of the corporation shall be THE ACCREDITED TRAINING COUNCIL TRADE ASSOCIATION, INC. (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 100 West Cypress Creek Road, Suite 890, Fort Lauderdale, Florida 33309.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational and or scientific purposes, including for the purpose of devoting and improving the conditions and quality of the IT Service Management training and education industry as a whole, through an educational advocacy trade association providing services of peer networking and collaboration, sharing of training and education knowledge, research, benchmark data, and business improvement tools, promoting a code of conduct for quality business practices, and to promote common interest of members and individuals in the IT service management training and education industry within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, either directly or through business leagues and/or professional leagues, which are not organized for profit and no part of the net earnings of which inures to the benefit of any member or individual.

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code, and that is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation (to such extent as would

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result in loss of its exemption from federal income tax under Section 501(c) (3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE IV
FOUNDING DIRECTORS

The names and addresses of the Founding Directors are as follows:

Mart Rovers – 100 West Cypress Creek Road, Suite 890, Fort Lauderdale, Fl 33309

Jayne Groll – 100 West Cypress Creek Road, Suite 890, Fort Lauderdale, Fl 33309

Suzanne Van Hove – 100 West Cypress Creek Road, Suite 890, Fort Lauderdale, Fl 33309

Leslie Kapocius – 100 West Cypress Creek Road, Suite 890, Fort Lauderdale, Fl 33309

Hank Marquis – 100 West Cypress Creek Road, Suite 890, Fort Lauderdale, Fl 33309

ARTICLE V
MANNER OF ELECTION

The Directors shall be elected annually at the annual meeting of the Board of Members. The term of office, removal and/or designation of directors shall be as stated in the Bylaws.

ARTICLE VI
MEMBERS

The Corporation shall have Members as more particularly defined in the bylaws. Membership in the Corporation shall be open to the public for those individuals who share common interests and objectives of the Corporation, who are willing to pay annual membership fees and meet the criteria for classification of membership as defined in the Corporation Bylaws.

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**ARTICLE VII
DISSOLUTION**

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by a court competent jurisdiction of the county in which the principal office for the organization is then located, exclusively for such purposes.

**ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

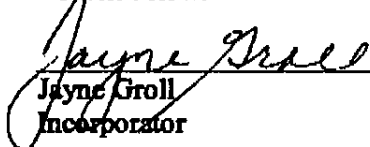
The name and Florida street address of the registered agent is:

ALAN B. COHN
Greenspoon Marder, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale FL 33309

**ARTICLE IX
INCORPORATOR**

Jayne Groll
100 W. Cypress Creek Road, Suite 890
Fort Lauderdale FL 33309

The undersigned incorporator has executed these Articles of Incorporation as of the date written below.



Jayne Groll
Incorporator

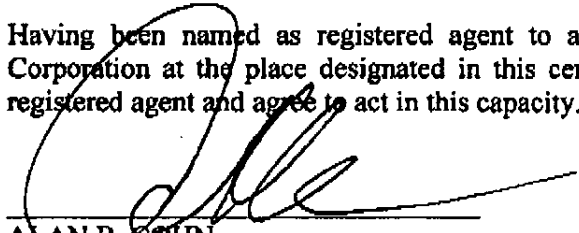
Date: 3/5/2010

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.



ALAN B. COHN
Registered Agent

Date: 3/8/10

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