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TRACY MOYE, P.A.
(Requestor's Name)

1111 Alachua Ave
(Address)

(Address)

Tallahassee FL 32308
(City/State/Zip/Phone #)

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The Workshop for Adult Vocational
WAVE Enrichment, Inc.
(Business Entity Name)

(Document Number)

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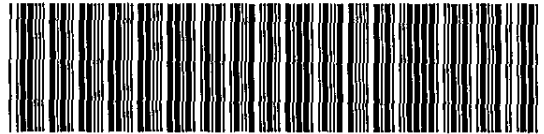
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ARTICLES OF INCORPORATION
OF
THE WORKSHOP FOR ADULT VOCATIONAL ENRICHMENT, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article One
Name

The name of the corporation is The Workshop for Adult Vocational Enrichment, Inc.

Article Two
Address

The street and mailing address of the initial principal office is:
24387 Lanier St.
Tallahassee, Florida 32310.

Article Three
Members

The corporation shall have members. The corporation shall not issue shares of stock.

Article Four
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 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). No member of the corporation shall have any vested right, interest or privilege in or to the assets, income or property 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 26 U.S.C.A. § 501(c)(3).

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Article Five
Duration

The duration of the corporation will be perpetual.

Article Six
Purposes

The corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the promotion of the socialization, education, training, and employment opportunities available to mentally challenged individuals, including but not limited to:

- a) establishing, organizing, administering, maintaining, and operating an institute for shelter day workshops, education and training for mentally challenged individuals on a nonprofit basis in and around the City of Tallahassee, Leon County, Florida;
- b) forming an alliance between various not for profit organizations of the City of Tallahassee and other nearby locations to perpetuate the efforts of the shelter day workshops, education, and training for the mentally challenged individuals in and around the City of Tallahassee, Leon County, Florida;
- c) forming an alliance between various not for profit organizations of the City of Tallahassee and other nearby locations in the State of Florida that are established to aid mentally challenged individuals in order to combine their efforts as participants in fund drives for mentally challenged persons; and
- d) providing shelter and related facilities and services for mentally challenged individuals on a nonprofit basis.

Article Seven
Powers

Solely for the above purposes, the corporation shall have the following powers:

- (a) To construct, operate, maintain, and improve, and to buy, own, sell, convey, assign, mortgage, or lease any real and personal property necessary or appropriate for the provision of an adult day training shelter workshop;
- (b) To acquire, hold, and dispose of bonds, notes, and other evidences of indebtedness of any corporation; to acquire, hold and dispose of bonds, mortgages, and assignments thereof; and insofar as it is permitted by law, to purchase, hold, and reissue membership interests and its own bonds;
- (c) To borrow money and issue evidences of indebtedness to further any or all of the objects of its business; and to secure the indebtedness by mortgage, deed of trust, pledge or other lien;
- (d) To enter into and perform contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the corporation;
- (f) To have and exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida

Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property;

(g) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act; and,

(h) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

The objects, purposes, and powers specified in each of the clauses or paragraphs of these articles of incorporation will be treated as independent objects, purposes, and powers. Except as otherwise specifically provided, the objects, purposes, and powers specified in each clause or paragraph of these articles will be in no way limited or restricted by reference to or interference from the terms of any other clause or paragraph of these articles.

The corporation may in its bylaws grant and abate powers not inconsistent with law and powers and authority expressly conferred by statute to its directors.

Article Eight **Indemnification**

The corporation shall indemnify the officers and directors to the full extent allowed by under the Florida Not for Profit Corporation Act and Florida Statutes.

Article Nine **Limitation**

No part of the net earnings of the corporation shall insure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 Six (Purposes) of these Articles.

Article Ten **Tax Exempt Status**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 5019 (c)3 and which is other than a private foundation as defined in 26 U.S.C.A. § 509. 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 an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall

be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article Eleven **Dissolution**

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all 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 of the 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 above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170 (c)(1) or 26 U.S.C.A. § 170 (c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article Twelve **Board of Directors**

There shall be a board of directors consisting of at least three individuals. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three. The number of directors constituting the initial board of directors is nine. The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualify are:

Laura Wienants	24387 Lanier St. Tallahassee, Florida 32310
Ann Henson	3206 Katherine Speed Court Tallahassee, Florida 32303
Clyde Benedix	95 Penny B. Road Tallahassee, Florida 32333
Diane Bradley	2055 Plantation Forest Dr. Tallahassee, Florida 32317
Diane Brown	8149 Blue Quill Trail Tallahassee, Florida 32312
Jeannie Barrett	5742 Victor Brown Trail Tallahassee, Florida 32303

John Grantham	— 10024 Leafwood Drive Tallahassee, Florida 32312
Kathy Mork	4101 Arklow Drive Tallahassee, Florida 32309
Peggy Grantham	— 10024 Leafwood Drive Tallahassee, Florida 32312

The initial directors were elected by the incorporators. After that, each director shall be elected by a nomination from the board of directors and a majority vote of the members 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 of the board of directors.

Article Thirteen **Officers**

The officers of the corporation shall consist of a president, vice president, secretary, treasurer and such other officers and assistant officers as may be provided in the bylaws. Each officer shall be elected by the majority vote of the board of directors (and may be removed by the majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law. The name and address of each initial officer of the corporation is as follows:

President	Laura Wienants 24387 Lanier St. Tallahassee, Florida 32310
Vice President	— Ann Henson 3206 Katherine Speed Court Tallahassee, Florida 32303
Treasurer	Jeannie Barrett 5742 Victor Brown Trail Tallahassee, Fl. 32303
Secretary	Peggy Grantham 10024 Leafwood Dr. Tallahassee, Fl 32312

Article Fourteen **Incorporators**

The name and street address of each incorporator is as follows:

Laura Wienants

24387 Lanier St.
Tallahassee, Florida 32310

Ann Henson

3206 Katherine Speed Court
Tallahassee, Florida 32303

Secretary

— Peggy Grantham
10024 Leafwood Dr.
Tallahassee, Fl 32312

Article Fifteen
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.

Article Sixteen
Registered Agent

The street address of the initial registered agent of the corporation is 24387 Lanier St., in the City of Tallahassee, County of Leon, State of Florida. The name of the initial registered agent of the corporation at such address is Laura Wienants.


Article Seventeen
Amendment to Articles

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Board of Directors present and eligible to vote at a meeting of the Board of Directors duly noticed and called for that purpose.

Article Eighteen
Commencement of Corporate Existence

The date when corporate existence shall commence is the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 10th day of October, 2002.


LAURA WIENANTS
INCORPORATOR

Ann Henson
ANN HENSON
INCORPORATOR

Peggy Grantham
PEGGY GRANTHAM
INCORPORATOR

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept 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 duties and obligations of my position as registered agent.

Laura Wienants
LAURA WIENANTS
REGISTERED AGENT

10-10-02
DATE

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