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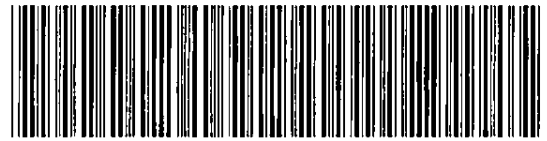
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GRAYROBINSON

W. Scott Cole | Scott.Cole@gray-robinson.com | D 407.204.3106
301 East Pine Street, Suite 1400, Orlando, Florida 32801 | T 407.843.8880 | F 407.244.5690

September 23, 2024

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporation/The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Tampa Bay Workforce Alliance, Inc.
Amended and Restated Articles of Incorporation
DOC Document No.: N00000004345

Dear Amendment Section:

This letter is to request the filing of the attached Amended and Restated Articles of Incorporation.

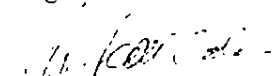
Enclosed please find the following:

- Two (2) copies of Tampa Bay Workforce Alliance, Inc. d/b/a CareerSource Hillsborough/Pinellas Amended and Restated Articles of Incorporation.
- Firm check (#566004) made payable to Florida Department of State, in the total amount of \$43.75 to cover the cost for filing the Amended and Restated Articles of Incorporation and for a certified copy.

The certified copy should be mailed to me, W. Scott Cole, Esquire at GrayRobinson, P.A., 301 East Pine Street, Suite 1400, Orlando, FL 32801.

If there are any questions or concerns regarding the enclosed Articles of Merger, please feel free to contact me at (407) 204-3106.

Regards,


W. Scott Cole
Shareholder

WSC/clm
Enclosures: As stated

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TAMPA BAY WORKFORCE ALLIANCE, INC.

Department of State
Tallahassee, Florida 32304

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FILED
TALLAHASSEE, FL
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STATE

The undersigned, being the duly acting and appointed President and Secretary respectively of the Tampa Bay Workforce Alliance, Inc., a Florida not-for-profit corporation formed under and pursuant to Chapter 617 of the Florida Statutes, do hereby certify as follows:

That, the Articles of Incorporation of the Corporation were filed with the Florida Division of Corporations on June 27, 2000; and

That, the Articles of Incorporation were amended by an Amendment to Articles of Incorporation dated August 11, 2000, and filed with the Florida Division of Corporations; and

That, the Articles of Incorporation were amended by an Amendment to Articles of Incorporation dated February 28, 2003, and filed with the Florida Division of Corporations; and

That on February 15, 2024, the Board of Directors, as members of the Corporation, voted to amend and restate the Articles of Incorporation by an affirmative vote of a majority of the voting directors at a regular meeting of the Corporation as provided in current bylaws of the Corporation; and

That any amendments included in these Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the original Articles of Incorporation, as previously amended, and these Amended and Restated Articles of Incorporation other than inclusion of these amendments and the omission of matters of historical interest; and

That these Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE I

Name and Address

The name of the Corporation is Tampa Bay Workforce Alliance, Inc., Its mailing address, and principal place of business is 4350 West Cypress Street, Suite 875, Tampa, FL 33607

ARTICLE II

Purpose

Section 1. The 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 include but are not limited to:

Provide job training and employment counseling for the poor and hard-to-place workers; Promote employment for the poor and underemployed individuals; and 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 (of any successor thereto).

ARTICLE IV

Membership

Members shall be those individuals who are the directors of the Corporation.

ARTICLE V

Term of Existence

The Corporation is to exist perpetually.

ARTICLE VI

Management and 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 officers shall serve without compensation.

ARTICLE VII

Board of Directors

Section 1. The number of directors shall be determined as provided in the Bylaws but in no event shall be less than three.

Section 2. 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 3. The Chairman of the Board of Directors of the 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.

Section 5. The annual meeting of the Board of Directors shall be held in May of each year, or on a date as otherwise set by the Board of Directors.

ARTICLE VIII

Bylaws

Section 1. The Board of 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 as provided in the Bylaws.

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

ARTICLE IX

Amendments

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE X

Dissolution

Upon dissolution of the 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 XI

Registered Office and Agent

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

Registered Agent: Scott Cole
GrayRobinson PA
Registered Office: 301 East Pine Street
Suite 1400
Orlando, Florida 32801

Dated at Tampa, Florida this 15 day of February, 2024.

Sheila Doyle
Sheila Doyle (BUSINESS IDENTITY)
Sheila Doyle
Co-Interim CEO

Steven Meier
Steven Meier (BUSINESS IDENTITY)
Steven Meier
Co-Interim CEO

Acceptance of Registered Agent:

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, Scott Cole hereby accepts the appointment as Registered Agent and agrees to act in that capacity. Scott Cole further agrees to comply with the provisions of all statutes relating to the proper and complete performance of duties and is familiar with and accepts the obligations of the position of registered agent.

Scott Cole
Scott Cole 07/30/2024 17:59 EDT

Scott Cole

Date: 07/30/2024






AMENDED AND RESTATED ARTICLES OF INCORPORATION - FINAL 2-15-24 v2


Final Audit Report


2024-07-31


Created:	2024-07-30 (Eastern Daylight Time)
By:	Anna Munro (munroa@careersourcetb.com)
Status:	Signed
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"AMENDED AND RESTATED ARTICLES OF INCORPORATION - FINAL 2-15-24 v2" History

-  Document created by Anna Munro (munroa@careersourcetb.com)
2024-07-30 - 4:35:16 PM EDT
-  Document emailed to scott.cole@gray-robinson.com for signature
2024-07-30 - 4:37:20 PM EDT
-  Document emailed to Sheila Doyle (doyles@careersourcetb.com) for signature
2024-07-30 - 4:37:20 PM EDT
-  Document emailed to smeier@careersourcepinellas.com for signature
2024-07-30 - 4:37:21 PM EDT
-  Email viewed by Sheila Doyle (doyles@careersourcetb.com)
2024-07-30 - 4:38:07 PM EDT
-  Document e-signed by Sheila Doyle (doyles@careersourcetb.com)
Signature Date: 2024-07-30 - 4:38:29 PM EDT - Time Source: server
-  Email viewed by scott.cole@gray-robinson.com
2024-07-30 - 5:57:06 PM EDT
-  Signer scott.cole@gray-robinson.com entered name at signing as Scott Cole
2024-07-30 - 5:57:58 PM EDT
-  Document e-signed by Scott Cole (scott.cole@gray-robinson.com)
Signature Date: 2024-07-30 - 5:58:00 PM EDT - Time Source: server
-  Email viewed by smeier@careersourcepinellas.com
2024-07-31 - 11:54:44 AM EDT

 Signer smeier@careersourcepinellas.com entered name at signing as Steven Meier
2024-07-31 - 11:55:20 AM EDT

 Document e-signed by Steven Meier (smeier@careersourcepinellas.com)
Signature Date: 2024-07-31 - 11:55:22 AM EDT - Time Source: server

 Agreement completed.
2024-07-31 - 11:55:22 AM EDT