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December 29, 2000

NO10000000033

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

FILED
01 JAN -2 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: WORKFORCE CENTRAL FLORIDA FOUNDATION, INC.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation, together with check in the amount of \$78.75 representing \$35 filing fee, \$35 registered agent fee and \$8.75 for a certified copy. Please file with the Secretary of State's office and return the certified copy to us by Federal Express (airbill enclosed).

IT IS VERY IMPORTANT THAT THIS BE FILED TUESDAY.

If you have any questions, please feel free to call.

John Hall
681-0619
Call when ready
Enclosures

Very truly yours,

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*****78.75 *****78.75

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

RECEIVED
01 JAN -2 PM 1:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
15TH JAN 02 2001

ARTICLES OF INCORPORATION

OF

WORKFORCE CENTRAL FLORIDA FOUNDATION, INC.

The undersigned, natural persons competent to contract, acting as Incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act (the "Act"), Chapter 617 of Florida Statutes, adopt the following Articles of Incorporation for such corporation.

I.

The name of the Corporation is WORKFORCE CENTRAL FLORIDA FOUNDATION, INC.

II.

The purposes for which the Corporation is organized are as follows:

(a) To operate exclusively for scientific, charitable, religious, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") as amended, or under any corresponding provisions of any subsequent federal tax laws covering organizations qualified as tax exempt.

(b) To engage in any lawful activity not for pecuniary profit permitted under the laws of the United States and of the State of Florida including the making of distributions to public and private organizations as necessary to further the purposes of the Corporation. Provided, however, and notwithstanding the generality of the foregoing, the Corporation shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future United States tax laws, and the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States law.

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More particularly, the Corporation is organized exclusively for the benefit of and to be responsive to the needs and demands of Workforce Central Florida, Inc., a Florida corporation not for profit, and to be an integral part and maintain a significant involvement in the operations of Workforce Central Florida, Inc., including without limitation to conduct fund raising activities on behalf of, and to invest the funds and act as an endowment for, Workforce Central Florida, Inc.

(c) No part of the net earnings of this Corporation shall be distributed to or inure to the benefit of, any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation to effect one or more of its purposes and payments and distributions may be made in furtherance of the purposes of this Corporation. No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, and 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. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers, or other private persons. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States tax laws) or (b) by a corporation, contributions to which are deductible under Section 170(2)(c) of the Code (or the corresponding provision of any future United States tax laws).

III.

The membership of this Board of Directors of this Corporation shall be appointed by Workforce Central Florida, Inc.

IV.

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The Board

of Directors shall consist of not less than three (3) persons, as set forth in the By-Laws of the Corporation.

V.

The Board of Directors shall constitute the only members of the Corporation.

VI.

The Corporation is to have perpetual existence.

VII.

The address of the registered office of the Corporation is 14 E. Washington Street, Suite 600, Orlando, Florida 32801 and the registered agent at that address is Thomas F. Lang.

VIII.

The address of the principal office of the Corporation is 14 E. Washington Street, Suite 600, Orlando, Florida 32801.

IX.

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas F. Lang	14 E. Washington Street Suite 600 Orlando, Florida 32801

X.

The Directors by the affirmative vote of a majority of the then Directors may propose, amend or restate these Articles of Incorporation and may make, alter, or rescind By-Laws at any time by the affirmative vote of a majority of the then Directors.

XI.

This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the Act, Chapter 617, of the Florida Statutes, as the same may be amended.

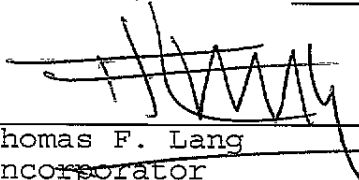
XII.

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, pursuant to procedures contained in the Act, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine.

XIII.

The corporate existence of this corporation shall begin on December 30, 2000.

IN WITNESS WHEREOF, the undersigned Incorporator has hereto subscribed his name at Orlando, Florida, this 29th day of December, 2000.

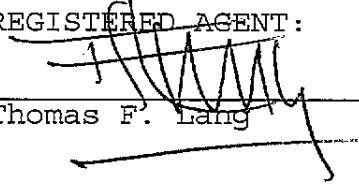


Thomas F. Lang
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for WORKFORCE CENTRAL FLORIDA FOUNDATION, INC. at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Thomas F. Lang

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