

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION
FLORIDA INSTITUTE OF CONSTRUCTION CAREERS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 2001

ROSENBERG REISMAN

SUBJECT: FLORIDA INSTITUTE OF CONSTRUCTION CAREERS, INC.
REF: W01000013798

SECRETARY OF STATE
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is N99000000041.

If you have any further questions concerning your document, please call (850) 487-6052.

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Letter Number: 601A00036799

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

CORPORATE NAME RELEASE AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared **JAMES J. RASCHE** ("Affiant"), who upon oath, deposes and states as follows:

- 1) That Affiant makes this Affidavit based on personal knowledge.
- 2) That Affiant was a Director of a non-profit Florida corporation known as Florida Institute of Construction Careers, Inc. ("FICC"), filed under Document Number N99000000041.
- 3) That FICC was Administratively Dissolved.
- 4) That FICC has no intention of reinstating and therefore, FICC releases the name of the company for use to another entity.

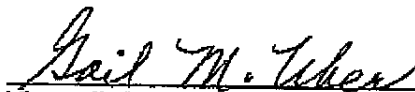
FURTHER AFFIANT SAYETH NOT

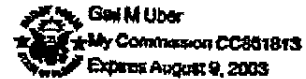
AFFIANT :


JAMES J. RASCHE

The foregoing instrument was acknowledged before me this 18th day of June, 2001, by **JAMES J. RASCHE**, who is personally known to me or who has produced _____ as identification.

This instrument prepared by:
Richard E. Deutch, Jr.
One S.E. Third Avenue, Suite 3050
Miami, Florida 33131


Notary Public, State of Florida
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FLORIDA INSTITUTE OF CONSTRUCTION CAREERS, INC.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is **FLORIDA INSTITUTE OF CONSTRUCTION CAREERS, INC.**

PRINCIPAL OFFICE: The principal office of the corporation is located at Miami International Airport, Building 3030, Wing D, 2nd Floor, Miami, Florida 33299.

MAILING ADDRESS: The mailing address of the corporation is P.O. Box 7000, Miami International Airport, Miami, Florida 33299-7000.

REGISTERED AGENT: The name of the registered agent of the corporation is Richard E. Deutch, Jr. The address of this registered agent is 1 SE 3rd Avenue, Suite 3050, Miami, Florida, 33131.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is: Richard E. Deutch, Jr., 1 SE 3rd Avenue, Suite 3050, Miami, Florida, 33131.

This instrument prepared by:
Richard E. Deutch, Jr.
Peckar & Abramson Rosenberg, Reisman & Stein LLP
One Southeast Third Avenue
Suite 3050
Miami, Florida 33131
305-358-2600
Florida Bar No. 395780

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CORPORATE PURPOSES:

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To identify high profile, high demand projects that are experiencing a critical shortage of skilled laborers and to identify organizations that work with economically, culturally, career, and socially challenged community residents.

To raise the economic, educational and social levels of the residents of Miami-Dade County Florida, including members of the minority community to the end that educational and economic opportunities may be expanded.

2. To expand the opportunities available to said residents and groups to acquire employment skills and to assist said residents and groups in obtaining financial support and employment opportunities within Miami-Dade County, Florida.

3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4 To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** 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, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and

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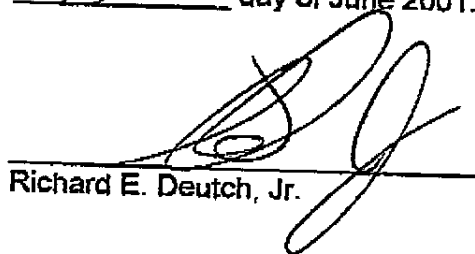
in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 15TH day of June 2001.


Richard E. Deutch, Jr.

This instrument prepared by.
Richard E. Deutch, Jr.
Peckar & Abramson Rosenberg, Reisman & Stein LLP
One Southeast Third Avenue
Suite 3050
Miami, Florida 33131
305-358-2600
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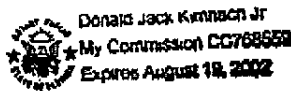
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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard E Deutch, Jr., who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of June 2001.



NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:01 JUN 19 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for FLORIDA INSTITUTE OF CONSTRUCTION CAREERS, INC., a Florida Not for Profit Corporation.



Richard E. Deutch, Jr.

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