

W. ERIC VENABLE, P. A.

W. ERIC VENABLE
ATTORNEY AT LAW

CORPORATE SQUARE
SUITE 380
7402 N. 56TH STREET
TAMPA, FLORIDA 33617

TELEPHONE (813) 985-7122
TELECOPIER (813) 985-8622
evenable@tampabay.rr.com

July 26, 2001

NO1000005434

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Re: **PLUMBERS and PIPEFITTERS LOCAL 123 ATTF EDUCATIONAL
CORPORATION, INC.**

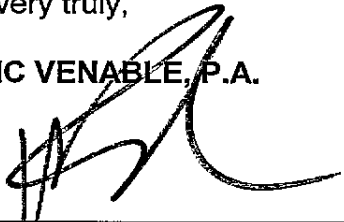
Enclosed is an original and two copies of the Articles of Incorporation and a check for \$87.50 for Filing Fee, Certified Copy and Certificate for the above.

If you have any questions, please feel free to contact me.

Yours very truly,

W. ERIC VENABLE, P.A.

By


W. Eric Venable, Esquire

WEV/dsg

FILED
01 JUL 30 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Done
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7v*

FILED

01 JUL 30 AM 9:18

**ARTICLES OF INCORPORATION
OF
PLUMBERS AND PIPEFITTERS LOCAL 123 ATTF EDUCATIONAL
CORPORATION, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is **PLUMBERS AND PIPEFITTERS LOCAL 123 ATTF EDUCATIONAL CORPORATION, INC.**, and the address of the principal business office is 3601 North McIntosh Road, Dover, Florida 33527-4850.

**ARTICLE II
PURPOSES**

The purposes of the corporation are:

- (a) for the advancement of educational, apprenticeship, training and any other related or corresponding educational or charitable purposes by the use of its funds for such purposes;
- (b) to operate and maintain an educational program of study, including but not limited to on the job training or other practical training to instruct and train individuals for the purpose of improving or developing their capabilities; and
- (c) to provide practical training through community outreach for needy, eleemosynary institutions in the Tampa Bay area; and
- (d) to operate exclusively in any other manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering organizations qualified as tax exempt.
- (e) The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members and the corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III
QUALIFICATIONS OF MEMBERS

Membership of the corporation shall consist of the Trustees appointed from time to time of the Plumbers and Pipefitters Local 123 Apprenticeship and Training Fund.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
INCORPORATORS

The name and addresses of the incorporators of these Articles are:

John Craig
P.O. Box 60268
St. Petersburg, Fl 33784-0268

Roger Thayer, Sr.
11801 Shadow Run Blvd.
Riverview, FL 33659

ARTICLE VI
DIRECTORS/OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President:	John Craig
Vice-President:	Vacant
Secretary:	Roger Thayer
Treasurer:	Glenn S. McIntosh

Section 3. The officers shall be elected as provided in the By-Laws.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. Business affairs of this Corporation shall be managed by a Board of Directors made up of all of the members of the Corporation. This Corporation shall have thirteen (13) Directors initially. The number of Directors may be increased or decreased from time to time, by the By-Laws, but shall never be less than two (2).

Section 2. The Board of Directors shall be the voting members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first meeting of the Corporation are:

John Craig
P.O. Box 60268
St. Petersburg, FL 33784-0268

Phil Sanchez
P.O. Box 1295
Dade City, FL 33526-1295

Preston Taylor
1001 East Baker Street, Suite 202
Plant City, FL 33566

Jerry Varnum
P.O. Drawer 777
Lithia, Florida 33547

Tom Kamprath
P.O. Box 5848
Sun City Center, FL 33571-5848

Jasper Scott
6330 - 46th Street #109
P.O. Box 1416
Pinellas Park, FL 33780

Roger Thayer, Sr.
11801 Shadow Run Blvd.
Riverview, Florida 33569

Glenn S. McIntosh
3601 N. McIntosh Road
Dover, FL 33527

William R. Hopper
6514 Mockingbird Way So.
St. Petersburg, FL 33707

Michael Comer
7553 10th Street, N.
St. Petersburg, FL 33702

Cliff May
16109 Rambling Vine Drive E.
Tampa, FL 33624

Leo Bryan, Jr.
518 50th Avenue, West
Bradenton, FL 34207

Ralph Schaefer
6263 Rockcreek Cir.
Ellenton, FL 34222

ARTICLE VIII

BYLAWS

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and carrying-out of its purposes as may be necessary from time to time.

Section 2. With proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting for that purpose.

ARTICLE IX

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose, by a two-thirds vote of those members present.

ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization, all of the assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) or 501(c)(9) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose. None of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XI

MEETINGS

This corporation shall meet as provided in the By-Laws.

ARTICLE XII

INDEMNIFICATION

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, at trial and upon appeal, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being a party or in which he may become involved by reason of his being or having been a Director or Officer of the corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Directors or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled by law.

ARTICLE XIII

REGISTERED AGENT

Until resignation or replacement, the registered agent of the Corporation, for purposes of process pursuant to Section 617.023, Florida Statutes, shall be W. Eric Venable whose address is 7402 N. 56th Street, Tampa, FL 33617. By the execution of these Articles, W. Eric Venable accepts the foregoing designation as registered agent.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 20th day of July, 2001, for

purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

John Craig 7/20/01
John Craig DATE
Roger Thayer, Sr. 7/20/01
Roger Thayer, Sr. DATE

STATE OF FLORIDA

COUNTY OF Pinellas

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared John Craig and Roger Thayer, Sr., who are personally known to me and who acknowledged signing the foregoing Articles of Incorporation, as incorporators for the purposes therein stated.

WITNESS my hand and official seal in the County and State named above this 20 day of July, 2001.

NOTARY PUBLIC

Liane N. Byers
(Signature)
Liane N. Byers
(Print Name)

STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:
COMMISSION NO:

CERTIFICATION OF RESIDENT AGENT



Having been named as resident 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.

W. Eric Venable

7/26/01
DATE
SECRETARY OF STATE
TALLAHASSEE FLORIDA
01 JUL 30 AM 9:18

FILED