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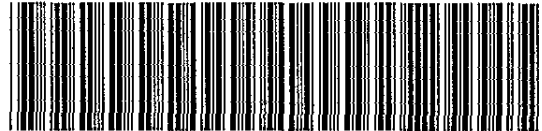
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restant  
T. Lewis 1/6/03

**KIEVIT, KELLY & ODOM**  
**ATTORNEYS AT LAW**

ROBERT W. KIEVIT\*  
JOHN BARRY KELLY II  
BRADLEY S. ODOM\*\*  
STEPHEN G. WEST  
DAVID M. NOLL\*\*\*  
RICHARD D. BARLOW

\*Of Counsel

\*\*Also licensed in Alabama

\*\*\*Board Certified in City, County and Local Government Law

PLEASE REPLY TO:

15 WEST MAIN STREET  
PENSACOLA, FLORIDA 32501  
TELEPHONE (850) 434-3527  
FACSIMILE (850) 434-6380  
E-MAIL kko@employmentlawyers.com

475 HARRISON AVENUE  
PANAMA CITY, FLORIDA 32401  
TELEPHONE (850) 784-4770  
FACSIMILE (850) 784-9033  
E-MAIL kko@employmentlawyers.com

FT. WALTON BEACH (850) 243-9099

WWW.EMPLOYMENTLAWYERS.COM

December 12, 2002

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Workforce Specialist, Inc.  
Document No.: N01000006864

Ladies and Gentlemen:


Enclosed for filing and approval are the original and a copy of the Restated Articles of Incorporation of the above-referenced non-profit corporation.

Also enclosed is our check in the amount of \$87.50 for the filing fee and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,



Stephen G. West

SGW:re  
Enclosure  
cc: Judy Olson

**RESTATED ARTICLES OF INCORPORATION  
OF  
WORKFORCE SPECIALIST, INC.**

The undersigned directors, for the purpose of restating and amending the Articles of Incorporation under the Florida Not For Profit Corporation Act, hereby certify that the amendments contained herein do not require member approval and adopt the following Restated Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be WORKFORCE SPECIALIST, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 15 West Strong Street, Suite 13-B, Pensacola, Florida 32501.

**ARTICLE III. TERM OF EXISTENCE**

The corporation is to exist perpetually commencing on the date of filing of the Articles by the Department of State.

**ARTICLE IV. REGISTERED AGENT AND ADDRESS**

The registered agent of the corporation is the law firm of KIEVIT, KELLY & ODOM, P.A., 15 West Main Street, Pensacola, Florida, 32501.

**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Judy A. Olson	15 West Strong Street, Suite 13-B Pensacola, Florida 32501

## **ARTICLE VI. MEMBERS AND DIRECTORS**

The corporation shall have no members. The corporation shall have three directors. 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 initial directors of the corporation shall be Nannette B. Myers, Carolyn Voigt and Judy A. Olson, whose addresses are 15 West Strong Street, Suite 13-B, Pensacola, Florida 32501. The method of election of directors shall be as stated in the bylaws.

## **ARTICLE VII. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

## **ARTICLE VIII. CORPORATE PURPOSE**

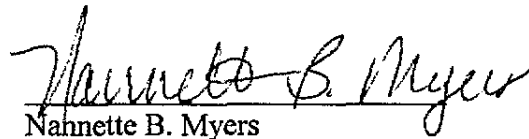
a. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code, which purposes shall include providing employment services to Northwest Florida residents and assisting persons with disabilities to obtain and maintain integrated employment in the Northwest Florida community.

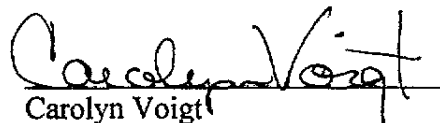
b. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an

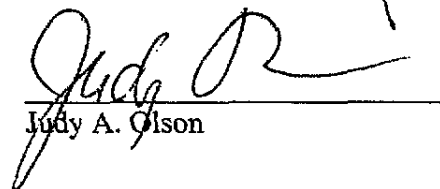
organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The undersigned directors have executed these Restated Articles of Incorporation this 28 day of November, 2002.

  
Nannette B. Myers

  
Carolyn Voigt

  
Judy A. Olson

Having been named to accept the service of process for the above-stated corporation, at the place designated in this Certificate, the law firm of Kievit, Kelly & Odom, P.A., by its undersigned President, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 11 day of December, 2002.

KIEVIT, KELLY & ODOM, P.A.

By:

  
Bradley S. Odom, President