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**FLORIDA NON-PROFIT CORPORATION**

**WORKING INNOVATIONS, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
WORKING INNOVATIONS, INC.**

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I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is WORKING INNOVATIONS, INC.

**ARTICLE II**

**Purposes**

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, including, but not limited to, effectuating the acquisition of capital and other requirements incident to the establishment and operation of business entities which entities shall provide employment and other work related opportunities to adults with disabilities and effectuating the acquisition of capital and other requirements incident to the establishment of housing opportunities for adults with disabilities, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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ARTICLE III

Membership

There will be no membership in the corporation.

ARTICLE IV

Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Linda O. MacLaren.

ARTICLE VI

Principal Office

The address of the principal office of this Corporation and the mailing address shall be as follows:

1274 S.W. 16<sup>th</sup> Avenue, Boca Raton, Florida

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Linda O. MacLaren  
798 South Federal Highway  
Suite 100  
Boca Raton, Florida 33432

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## ARTICLE VIII

### Election of Directors

The manner of election of the Directors shall be as stated in the By-Laws.

## ARTICLE IX

### By-Laws

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

## ARTICLE X

### Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

## ARTICLE XI

### Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

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## ARTICLE XII

Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

## ARTICLE XIII

Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any

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other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

## ARTICLE XIV

Federal Income Tax

This corporation shall, in order to satisfy the requirements of Section 501(c)(3), comply with all of the following:

- a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- b) The corporation will not engage in any act of the self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- c) The corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

SUBSCRIBED to this 10 day of January, 2003.

  
Linda O. MacLaren, Incorporator

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### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

  
Linda O. MacLaren

Dated: Jan 10, 2003

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