

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

HUMAN RESOURCE INSTITUTE, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
HUMAN RESOURCE INSTITUTE, INC.**

A Florida Not-For-Profit Corporation

**ARTICLE I
CORPORATE NAME**

The name of the corporation is HUMAN RESOURCE INSTITUTE, INC.

**ARTICLE II
CORPORATE ADDRESS**

The initial mailing address of the corporation is:

5959 Central Avenue, Suite 200A
St. Petersburg, FL 33710

**ARTICLE III
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for the purposes set forth in Section 617.0301, Fla. Stat. (2002).

**ARTICLE IV
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which the corporation is formed are:

A. For all the purposes for which a corporation may be chartered under the laws relating to corporations not-for-profit as set forth in Chapter 617, Florida Statutes, as currently in force and as amended from time to time. No assets, or income, of the corporation shall be distributable to, or inure to the benefit of the directors or officers.

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B. To inform and educate the public, private and other non-profit organizations of its scientific research involving environmental scanning, trendwatching and analysis of over 150 issues affecting human resource trends and developments.

C. To conduct scientific research ultimately directed toward benefiting the public and the scientific education of college or university students regarding the future of people management.

D. To operate exclusively in any other manner for such charitable or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. Initially, the number of directors of the corporation shall be three (3), provided however, that such number may be changed in accordance with the Bylaws of the Corporation.

The Directors named herein as the first Board of Directors shall hold office until their successors are elected or appointed and qualified. The manner in which the directors are elected or appointed shall be set forth in the Bylaws.

The names and addresses of such initial members of the Board of Directors and the initial terms are as follows:

Jay J. Jamrog
5959 Central Avenue, Suite 200A
St. Petersburg, FL 33710

Dr. William Pyle
5959 Central Avenue, Suite 200A
St. Petersburg, FL 33710

Dean Joseph McCann
5959 Central Avenue, Suite 200A
St. Petersburg, FL 33710

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Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if the majority of the members of the Board shall individually or collectively consent in writing to such as provided in the Bylaws for that action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by the required majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

B. **Corporate Officers.** The Board of Directors shall elect the following officers: Founder, Executive Director, Secretary and Treasurer, and such other officers as the Bylaws of the corporation may authorize the directors to elect from time to time.

ARTICLE VII MEMBERSHIP

The corporation shall have no members.

ARTICLE VIII STOCK

The corporation shall not be authorized to issue any stock.

ARTICLE VIX EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 Article IV hereof.

B. No substantial part of the activities of the corporation 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.

C. 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 Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation,

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contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE X DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XI INCORPORATOR

The name and address of the sole Incorporator of the corporation are:

Jay J. Jamrog
5959 Central Avenue, Suite 200A
St. Petersburg, FL 33710

ARTICLE XII REGISTERED AGENT AND OFFICE

The corporation's registered agent and office are:

Jay J. Jamrog
5959 Central Avenue, Suite 200A
St. Petersburg, FL 33710

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**ARTICLE XIII
AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors, adopted by a majority vote.

**ARTICLE XIV
DEDICATION OF ASSETS**

The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

**ARTICLE XV
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XVI
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or committee.

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B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XVII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by the Board of Directors, by a majority vote.

ARTICLE XVIII ENABLING PROVISIONS

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

Section 1. To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold or investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of residential single family real property, the shares, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association which provides loan resources or other consistent activities, now or hereafter existing, and whether created by or under the laws of the State of Florida. While the owner of any of said real or other property, to exercise all the rights, powers and privileges of ownership of every kind and description.

Section 2. To borrow or solicit money for furtherance of the corporate purposes.

Section 3. To accept any gift, conveyance, transfer, settlement, devise or bequest made for Recruitment Agreement designated restricted purpose, if such restricted purpose is within the purview of the corporate powers herein as allowed hereunder and by law and does not violate the purposes of the corporation nor provide a direct inurement of a benefit to a private individual. The board of Directors may accept and expend such funds or property for the designated purposes, but no gift, conveyances, transfer, settlement, devise or bequest of any property, of any name or nature, shall be accepted, nor any interest in a corporation or association, any remainder, reversion, possibility of reverter, or executory interest, or any interest of any kind, any which might under any contingency vest the gift conveyance, transfer, settlement, devise or bequest, or any portion of it, in any private individual, corporation or association.

Section 4. To do all other legal acts and things which may be in the discretion of the Board of Directors, further the above stated purposes and to such end to organize, maintain and support.

Section 5. To possess and exercise any and all corporate powers granted by the laws of the State of Florida and the United States which are, however, restricted to the furtherance of the above.

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**ARTICLE IX
EXEMPT PURPOSE**

No part of the net earnings or any non-compensatory benefits of the Corporation shall inure to the enhancement of, or be distributed to its Members, Directors, Officers or other private persons, except the Corporation is authorized to pay reasonable compensation for services rendered including a Member, Director, Officer or other private person rendering said services, and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

**ARTICLE XX
UNAUTHORIZED ACTION**

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

Section 1. A corporation exempt from the Federal Income Tax under Sections 501(c)(3) and 501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States Internal Revenue Law.

Section 2. A corporation receiving contributions which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 4th day of April, 2003.


JAY J. JAMBROG, Incorporator

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.


JAY J. JAMBROG, Registered Agent

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