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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: VOCATIONAL SERVICES of NORTHEAST FLORIDA, INC.

Enclosed is an original and one (2) copies of the articles of incorporation and a check for:

☐ \$70
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee &
Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

From: VOCATIONAL SERVICES of NORTHEAST FLORIDA, INC.
Name (Printed or Typed)

10 WEST ADAMS STREET
Address

JACKSONVILLE, FLORIDA 32202
City, State & Zip

904-353-2455
Daytime Phone Number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOCATIONAL SERVICES of NORTHEAST FLORIDA, INC.

The undersigned person(s) do hereby execute these Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes and certify as follows:

Article I. Name

The name of the Corporation is **VOCATIONAL SERVICES of NORTHEAST FLORIDA, INC.**

Article II. Principal Office

The principle place of business and mailing address of this corporation shall be:
10 West Adams Street, Suite 103, Jacksonville, Florida 32202.

Article III. Purpose

The purposes for which the corporation is organized are:

- (a) To assist with the development of the full potential of the disabled clients' return to gainful employment;
- (b) To assist with the development of the inner aptitudes of the disabled;
- (c) To assist with the developing of capabilities of the disabled;
- (d) To treat all clients with dignity, compassion and integrity;
- (e) To promote the well being of the community through identification of each clients' potential to contribute to the workforce of the community;
- (f) To align available resources to provide quality service(s) to the disabled;
- (g) To provide vocational evaluations for the disabled;
- (h) To provide vocational counseling for the disabled;
- (i) To provide job coaching for the disabled;
- (j) To conduct assessment tests that measure the skills of the disabled;

- (k) To perform an analysis of the job interests of the disabled;
- (l) To develop and offer services that are designed to meet the needs of the physically or emotionally disabled and mentally challenged client;
- (m) To work with the private sector within the community to help develop job resources for the disabled;
- (n) To administer other tests, which measure the skills, abilities and interests of job seekers and advise them on better decision-making practices;
- (o) To take any other action as may be permitted by law of any not-for-profit corporation under the Florida Not-For-Profit Corporation Act.
- (p) Notwithstanding the above, this corporation is limited to such purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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.

Article IV. Members

The corporation shall have no members.

Article V. Manner of Election

The powers of the corporation shall be exercised, its property controlled by, and its affairs managed by a Board of Directors (the "Board of Directors"). The number of Directors shall be determined from time to time by the Board of Directors as specified in the Bylaws. The qualifications, terms, and method of election of the members of the Board of Directors shall be as specified in the Bylaws.

Article VI. Initial Directors

The names of the Directors constituting the initial Board of Directors and their respective addresses are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Richard Grissinger	13948 Webb Road Jacksonville, Florida 32218	Director, President
Bill Grissinger	45066 Oak Trail Callahan, Florida 32011	Director, Vice-President
Vicki Grissinger	45066 Oak Trail Callahan, Florida 32011	Director, Secretary
Karen Grissinger	13948 Webb Road Jacksonville, Florida 32218	Director, Treasurer

Article VII. No Financial Benefit to Private Persons

No Director, officer or employee of the corporation shall, as such, receive or become entitled to receive, at any time, any part of the net earnings or other net income of the corporation, nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation as may be permitted in the Bylaws of the corporation.

Article VIII. Initial Registered Agent and Street Address

The name and the Florida street address of the registered agent is:

Janice Karen Grissinger, 13948 Webb Road, Jacksonville, Florida 32218.

Article IX. Incorporator

The name(s) and address(es) of the Incorporator(s) of the corporation is:

Richard Grissinger, 45066 Oak Trail, Callahan, Florida 32011.

Article X. Dissolution

The voluntary dissolution of the corporation shall be permitted only upon an affirmative two-thirds vote of the members of the Board of Directors then in office. No Board member, officer, or employee of, or any other person connected with, the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All such persons shall be deemed to have expressly consented and agreed that upon the dissolution or winding

up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied and federal interests have been addressed, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in its entirety, or in such amounts as may be determined by a court of competent jurisdiction upon the application of the Board, to any successor organization of Vocational Services of Northeast Florida, Inc., provided that, at such time, such successor organization qualifies for exemption and is exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code and the treasury regulations thereunder (as they now exist or as they may hereafter be amended), or, if such a disposition cannot be made, then exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the treasury regulations thereunder (as they now exist or as they may hereafter be amended), or to the federal government, or to a state or local government for a public purpose.

Article XI. Indemnification

Every director and officer of the corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided that, in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty to gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

Article XII. Effective Date

The effective date shall be: September 1, 2003.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the obligations of that position (as specified in § 617.051(c) of the Florida Not For Profit Corporation Act) and accept the appointment as registered agent and agree to act in this capacity.

JANICE KAREN GRISSINGER
Name of Registered Agent

Date

Janice Karen Grissinger
Signature of Registered Agent

8/25/03
Date

INCORPORATOR

(1) Richard Grissinger
Incorporator

Date

C. Richard Grissinger
Signature of Incorporator

8/25/03
Date

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TALLAHASSEE, FLORIDA