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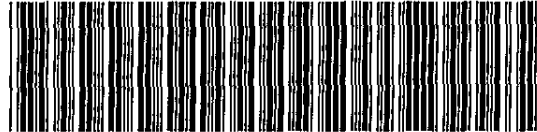
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MR
2/10/05

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Institute for Life-long Learning & Workforce Innovation of FL, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tony D. Johnson
(Name of Contact Person)

(Firm/ Company)

1363 Castleside Court # 3
(Address)

Tallahassee, FL 32301
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Tony Johnson at (850) 294-5866
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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(continued)

The date of adoption of the amendment(s) was: 2/4/05

Effective date if applicable: 2/10/05
(no more than 90 days after amendment file date)

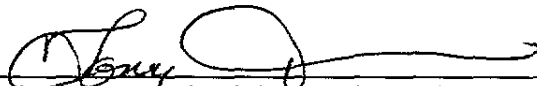
Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 10 day of February, 2005.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Tony Johnson

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

FILING FEE: \$35

The Institute for Life-Long Learning & Workforce Innovation of Florida, Inc.

Article I: Name

The Institute for Life-Long Learning & Workforce Innovation of Florida, Inc.

Article II: Place of Business

1363 Castelnau Court Suite #3
Tallahassee, FL 32301

EIN Number : 56-2410521

DUNNS Number: 140992491

Business License Number: 2004-001413-00739

Article III: Purpose of ILLWD

Strategic Mission & Vision:

The Institute for Life-Long Learning & Workforce Innovation of Florida (ILLWIF) has a bold and innovative vision for change in communities. This vision embraces what the community wants to become -- for example, the community may envision itself as a center for emerging technologies with links to a nearby university or community college; a key export center for certain farm products, customized manufacturing goods, or health and other human services; or a vibrant residential area focused around an active local school, with access to jobs, retail markets, recreation, and entertainment.

The ILLWIF has a comprehensive strategic map for revitalization. We analyze the full local context and the linkages to the larger region. We build on the community's assets and coordinates its response to its needs -- such as public safety, human and social services, and environmental protection, health-related services, the faith-based community, etc.

Our vision integrates economic, physical, environmental, community, and human development in a comprehensive and coordinated fashion so that families and communities can work together and thrive. Our programming sets real goals and performance benchmarks for measuring progress and establishes a framework for assessing how new experience and knowledge can be incorporated on an on-going basis into a successful plan for revitalization of communities and programming.

Strategic Goals:

Economic Opportunity:

The first priority in revitalizing distressed communities is to create economic opportunities- jobs and work- for all residents. The creation of jobs, both within the community and throughout the region, provides the foundation on which residents will become economically self-sufficient and communities can revitalize themselves. Opportunities for entrepreneurial initiatives, small

business expansion, and training for jobs that offer upward mobility are other key elements for providing economic opportunity and direction.

Sustainable Community Development

The creation of jobs is the first critical step toward the creation of a livable and vibrant community where human initiative, work, and stable families can flourish. However, economic development can only be successful when part of a coordinated and comprehensive strategy that includes physical development as well as human development. A community where streets are safe to walk, the air and water are clean, housing is secure, and human services are accessible, and where a vital civic spirit is nurtured by innovative design, is a community that can be a source of strength and hope to its residents. A community where learning is a commitment for life can foster the skills, habits of mind, and attitudes that will make work rewarding and families nurturing.

The Institute for Life-Long Learning & Workforce Innovation of FL, Inc. seeks to empower communities by supporting local plans that coordinate economic, physical, environmental, community, and human development.

Community-Based Partnerships

The road to economic opportunity and community development starts with broad participation by all segments of the community. The residents themselves, however, are the most important elements of revitalization. Others may include the political and governmental leadership, community groups, health and social service groups, environmental groups, religious organizations, the private and nonprofit sectors, centers of learning, and other community institutions.

Communities cannot succeed with public resources alone. Private and nonprofit support and involvements are critical to the success of a community seeking revitalization. Partners also must be created within and among the levels of government. Government departments and agencies on all levels must work together to ensure that relevant programs and resources can be used in a coordinated, flexible, and timely fashion to help implement the community's strategic plan and that regulatory and other barriers to sustainable growth are removed.

CORE OBJECTIVES:

Objective 1: Faith-Based Initiative:

Faith-based initiatives are pivotal to the success of prevention, support, and revitalization and care efforts throughout the world. Churches, mosques, synagogues, and other religious institutions are found in nearly all communities in the world and wield a significant level of cultural, political, social, educational, and economic influence.

Faith-based institutions can be viewed as the largest, most stable, and most extensively disbursed nongovernmental organizations in any country. They are respected within their communities and most have existing resources, structures, and systems upon which to build.

Faith-based organizations possess the human, physical, technical, and financial resources needed to support and implement both small and large-scale initiatives. They can undertake these actions in a very cost-effective manner due to their ability to leverage volunteer and other resources with minimal effort. It is critical to involve faith-based groups in community efforts—for the sake of society and of the groups themselves.

Even difficult ethical issues raised by certain strategies can be resolved sufficiently to allow collaboration and compromise if addressed openly and with mutual respect. Some of the tensions inherent in collaboration among diverse groups can be diffused—and cooperation fostered—by agreeing to limit the range of cooperation to the issue at hand and to set aside other areas of disagreement.

The strengths and achievements of faith-based initiatives to date—including interdenominational action, high rates of voluntarism, changes in church and personnel towards a more holistic attitude—can be the building blocks for future coordination between faith-based organizations and multilateral, governmental, and non-governmental efforts. Developing initiatives from a shared sense of compassion and a commitment to serve others can bring together even those who may be far apart in the other particulars of their beliefs and values—to the benefit of all. ¹

Objective 2: Adult Education:

The purpose of this program is to create a partnership among the Federal Government, States, and localities to provide adult education and literacy services, in order to:

- (1) Assist adults to become literate and obtain the knowledge and skills necessary for employment and self-sufficiency;
- (2) Assist adults who are parents to obtain the educational skills necessary to become full partners in the educational development of their children; and
- (3) Assist adults in the completion of a secondary school education.²
- (4) Assist migratory and seasonal farm workers, and other English as a Second Language learners or their children who are 16 years of age or older to obtain the equivalent of a high school diploma and subsequently to obtain employment or enter a postsecondary educational program.
- (5) Assist service-level/blue collar employees in securing workforce readiness skills necessary to become higher performing employees.

Objective 3: Health Enhancement & Wellness

The statistics concerning the health of minorities in America are staggering: Minority men are nearly twice as likely to die from cancer as the general population. Minority babies are twice as likely as

¹ Family Health International (2003).

² Adult Education and Family Literacy Act *Department of Education. The Federal White House.*

white babies to die before their first birthday. Minority males ages fifteen to twenty-four years old experience a homicide rate 700 percent higher than that for white males in the same age group. The rate of AIDS among blacks is more than triple that among whites.

These startling statistics posit the Institute for Life-Long Learning & Workforce Innovation's health and wellness platform:

- (1) The creation of expanded health care options, knowledge building, and consciousness raising to empower urban communities.
- (2) Educating communities groups about diverse perspectives and issues that promotes health prevention and a framework for understanding and transforming the health care outcomes of African Americans.
- (3) Promote community-building initiatives that strengthens minority families through building social competence and building social capital.
- (4) Providing prevention and intervention counseling for coping with violence and the related stress of minority families.
- (5) Providing early parenthood training for young minority parents.
- (6) Through collaboration with health professional screen minority groups and provide health related education around: epidemiology, etiology, evaluation, female factors, male factors, and other factors.
- (7) Address the health care needs of elderly minority groups, gerontology: from frail to well.
- (8) Education, prevention and treatment of HIV & AIDS with particular attention to Black Women and HIV/AIDS.
- (9) Collaborative programming with the Black church and other faith-based groups.
- (10) Augment traditional health care through mutual assistance groups for families.
- (11) Advocate political agendas that support systems change for minority health initiatives.

Objective 4: Information Technology

The purpose of this program is to create or expand community technology centers that provide disadvantaged residents of economically distressed urban and rural communities with access to information technology and training on how to use it.³

Objective 5: Professional Development & Staff Enhancement

The Institute focuses on the training and developing employees to meet the challenges of the 21st century. The Institute tailors workshops that:

- Opportunities for professional education faculty to develop new knowledge and skills through inservice education and intra- and inter-institutional visitations.
- Continued learning by educators, employees, and workforce professionals to improve their knowledge and skills and enhance their abilities.

³ Ibid

- A personally initiated obligation and right to build discipline expertise, to enhance personal growth, to improve teaching abilities and to contribute to organizational development.
- Activities and classes which teachers attend in order to learn new methods and subjects.
- A process of learning and keeping up-to-date in one's area of expertise.
- In-service training designed to help employees, add to or strengthen the specialized knowledge and skills they draw upon in the conduct of their profession.
- The systematic maintenance, improvement and broadening of knowledge and skill together with the development of personal qualities necessary for the execution of professional, managerial and technical duties.
- The completion of professional or educational programs and/or participation in professional organizations that enhance an individual's ability to perform a job.
- A process in and through which we improve the quality of life for ourselves and others, and not just a process in which we learnt to jump through other people's hoops.

Objective 6: Youth-focused Education, Prevention, & Intervention

How do the educational experiences of youth in out-of-school settings help us to re-conceptualize schools? What identities do youth carry with them in and out of schools and how might the knowledge of those identities help us to rethink spaces for youth to engage in learning? How do youth perspectives add to our knowledge of learning in and out of school and how might researchers engage youth in their research projects? In this era of high stakes testing and accountability, what is the role of educational programs outside of school for the education of all youth?

- Change behavior.
- Health prevention.
- Promote intergenerational learning.
- Build strong community infrastructure.
- Improve mental health of youth through self-concept, motivation, and teambuilding.
- Maximize resources for increased student achievement in schools.
- Monitor and evaluate programs that work with youth.

Objective 7: Community Revitalization

The Institute for Life-Long Learning & Workforce Innovation of Florida, Inc. focuses on holistic community revitalization efforts; such efforts include: 1) enhancing early childhood literacy; 2) helping parents, caregivers, providers and educators increase their capacity to facilitate the development of skills in young children and promote learning readiness; 3) promoting effective parenting; 4) developing linkages among educational programs and health care services; 5) increasing

access to learning opportunities for children and adults and those with special needs; 6) increasing access to existing early learning programs; 7) improving the quality of learning programs through improved professional development and compensation for caregivers and teachers; and 8) removing ancillary barriers to learning including transportation difficulties and hours of service.⁴

The ILLWI Grants and cooperative agreements may be for (1) knowledge and development and application projects for treatment and rehabilitation and the conduct or support of evaluations of such projects; (2) training and technical assistance; (3) targeted capacity response programs (4) systems change which includes statewide family network grants and client-oriented and consumer run self-help activities and (5) programs to foster health and human development.

Capacity development in the realm of community revitalization for the ILLWI comprises all of the following six components:

Human capital: This involves the development of human skills capacity, and the effective use of managerial, professional and technical staff, and volunteers. It includes identifying the right people to be trained; developing and delivering training strategies that are responsive to the needs of the target audience; providing an appropriate learning environment for training and education; ensuring in-service/field supervision for continued skills transfer; and longer term mentoring for directional, emotional and moral support.

Organizations and their management: This addresses how organizations, their culture and management styles influence the use, efficiency and retention of skilled human resources.

Public sector institutional context: This looks at how the policy and institutional environment affect civil service and government operations, and the spillover effect in the private and non-profit sectors. It includes the roles and responsibilities of different sectors in the context of decentralization, for example, as well as laws and regulations that affect hiring, promotion, and remuneration policies.

Networks and linkages: This includes multi-sectoral alliances and networks of the public and private sectors to optimize resources and broaden the coverage of actions.

Social capital and community participation: Social capital refers to the processes between people that establish networks, norms and social trust, and facilitate coordination and cooperation for mutual benefit. Community organization and participation concern complementarity of action, and strengthening social accountability and advocacy systems.

Contextual environment: This refers to the socioeconomic, cultural and political settings that facilitate or constrain the functional capacity of individuals and organizations.⁵

⁴ Ibid

⁵ Family Health International (2003)

Article IV: Organization, Election, & Appointment of Officers

The organization of the Institute is in ranking order the Founder, the CEO, the Executive Board. The CEO is selected from eligible applicants that solicit support to the Founder. The Founder, then makes a recommendation to the Executive Board of highest ranking applicant or applicant(s) for the position of CEO. Executive Board officers are appointed by the Chief Executive Officer (CEO) & Founder. Recommendations by the Executive Board will be made to the CEO and upon consideration he/she will make all official appointments no later than 14 business days after the recommendation from the Board. The term of office of the CEO is (2) years and the term of office of the Board is (1) calendar year; beginning July 1st and ending on June 30th. Officers may be reelected for concurrent terms by the Executive Board. Moreover, the organizing mission and goal of the Institute is as follows:

- (A) The Institute for Life-Long Learning & Workforce Innovation, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes as, 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.
- (B) No part of the net earnings of the Institute for Life-Long Learning & Workforce Innovation of FL, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign or behalf of any candidate for public office. Notwithstanding 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, nor (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 Institute for Life-Long Learning & Workforce Innovation of FL, Inc., 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. Any

such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Services

Activities are advertised via PSA's (public service announcements), local community organizations, Institute and community newsletters, various community website updates, radio advertisements, community calendars, and local and regional newspapers. For example:

Article V: Board of Directors

Mr. Tony D. Johnson, M.P.A.	Chief Executive Officer
Ms. Latara Lampkin, M.A.	Chief Operating Officer
Mr. Eric Banks, M.A.	Consultant for K-12 Affairs
VACANT	Director of Contracts & Procurement
Ms. Jennifer Doster, M.H.E.	Director of Human Resources & Access and Equity Officer
VACANT	Director of Program Evaluation & Quality Assurance
Mr. Christopher L. Small	Director of Youth Empowerment Coalition
Mr. Christopher Chestnut, B.S.	Legal Consultant
Florida Prepaid Legal Services of FL	Legal Consultant
VACANT	Director of Political & Community Action Consortium
Rev. Michael Moore, J.D.	Director of Faith-Based Initiatives
Ms. Kristina Goodwin, M.H.E.	Director of Workforce Innovation
Special Agent Kendra Nettles, B.S.	Executive Planning Consultant

Article VI: Street Address of Agent

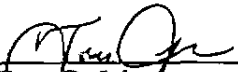
Mr. Tony D. Johnson
609F N.W. 8th Avenue
Pompano Beach, FL 33060-5829

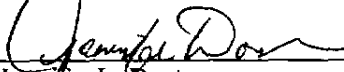
Article VII: Incorporator

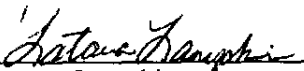
Mr. Tony D. Johnson
1363 Castelnau Court Suite #3
Tallahassee, FL 32301

Written Declaration

This written declaration is a complete and accurate copy of the original signed and dated document.

 2/10/05
Tony D. Johnson Date

 2/10/05
Jennifer L. Doster Date

 2/10/05
Latara Lampkin Date