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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

W &amp; B CONSULTING, INC.

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
W & B CONSULTING, INC.**

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**  
**NAME, SEAL AND OFFICES**

**Name.** The name of this Corporation shall be Employment Services Foundation, Inc.

**Seal.** The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "EMPLOYMENT SERVICES FOUNDATION, INC."

**Offices.** The principal office of the Corporation shall be in the County of Nassau, 901 Barnwell Road, Fernandina Beach, Florida 32034 and the mailing address of the Corporation shall be P.O. Box 551260, Jacksonville, Florida 32255. The Corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

**ARTICLE II**  
**STATEMENT OF CORPORATE NATURE**

This is a non-profit Corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE III**  
**GENERAL PURPOSES**

The general purposes for which this Corporation is formed are to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This Code shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE IV**  
**TERM**

This Corporation shall have a perpetual existence.

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ARTICLE V  
MEMBERSHIP

This Corporation shall have one class of members. The members are Michael Perry, Debbie Curtis and Susan Woodford. Additional persons of moral character may become members if elected by a two-thirds (2/3) vote of the then existing membership.

The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI  
POWERS

The Corporation shall have all the powers set forth in Florida Statute 617.021 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII  
REGISTERED AGENT

The street address of the initial registered office shall be 895 Barnwell Road, Fernandina Beach, Florida 32034 and the name of the initial registered agent of the Corporation at that address is Michael Perry.

ARTICLE VIII  
MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be not less than three or more than seven; provided however, that such number may be changed (but in no event to a number less than three nor more than seven) by a bylaw duly adopted by the members.

Annual meetings shall be held at 9:00 o'clock a.m. on the second Monday of March of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The directors shall be elected at each annual meeting of the members. Each director shall hold

office for three (3) years and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

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 all members of the board shall individually or collectively consent in writing to such 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 unanimous 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 unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this Corporation authorized the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

Michael Perry  
895 Barnwell Road  
Fernandina Beach, FL 32034

Debbie Curtis  
31155 Grassy Park Dr.  
Fernandina Beach, FL 32034

Susan Woodford  
624 Tarpon Avenue  
Fernandina Beach, FL 32034

Corporate Officers. The Board of Directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. The following persons shall serve as corporate officers:

Executive Director:	Rufus E. Whiddon
President:	Michael Perry
Secretary:	Debbie Curtis
Treasurer:	Susan Woodford

#### ARTICLE IX BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, bylaws of the

Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

**ARTICLE X**  
**DEDICATION OF ASSETS**

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

**ARTICLE XI**  
**DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious, charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the Corporation.

**ARTICLE XIII**  
**MISCELLANEOUS**

The Corporation shall distribute its income for each 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 subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

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The Corporation shall 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 subsequent Federal tax laws.

The undersigned, being the President of this nonprofit Corporation, has executed these Amended and Restated Articles of Incorporation this 26th day of August, 2004.

  
Michael Perry, President

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Employment Services Foundation, Inc.
2. The name and address of the register agent and office is:

Michael Perry  
895 Barnwell Road  
Fernandina Beach, FL 32034

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Michael Perry, Registered Agent

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CERTIFICATE

The Amended and Restated Articles of Incorporation of W & B Consulting, Inc. were adopted by a unanimous vote of the Members present at their August 26, 2004 meeting, which vote was sufficient for approval.

  
Michael Perry, President

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