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CARLTON FIELDS-TPA  
Division of Corporations  
Page 1 of 1

**NO9000003136**

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WIL&WLM COMPUTER TRAINING & DEVELOPMENT SERVICES, IN**

EP 3/30/09

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H09000072138 3

**ARTICLES OF INCORPORATION  
OF  
WIL&WMS COMPUTER TRAINING & DEVELOPMENT SERVICES, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: WIL&WMS Computer Training & Development Services, Inc. The principal place of business address is: 2025 Martin Luther King Drive South, St. Petersburg, FL 33705. The mailing address is: 2331 Callexico Way South, St. Petersburg, FL 33712.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Code (the "Code"), including without limitation, for such purposes, providing educational computer training programs and services for those in need of assistance on a non-profit basis, without regard to race or gender.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

**ARTICLE IV**

**Members**

The Corporation shall not have any members.

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**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 10263 Gandy Blvd., Unit 405, St. Petersburg, Florida 33702, and the name of its initial registered agent at such address is Ashley B. Smith.

**ARTICLE VI**  
**Directors**

The Corporation shall have seven (7) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Faith Wilson-Williams	2331 Calexico Way South St. Petersburg, FL 33712
Clyde Williams	2331 Calexico Way South St. Petersburg, FL 33712
Ashley Brooke Smith	10263 Gandy Blvd., Unit 405 St. Petersburg, FL 33702
Grace Smith	10252 Blakney Preserve Drive Charlotte, NC 28277
Mamie Hall	3821 - 1st Avenue South St. Petersburg, FL 33711
Lorina Padgett	540 Carillon Parkway, Suite 2041 St. Petersburg, FL 33716
Patricia Cornett	P.O. Box 61691 St. Petersburg, FL 33784

H09000072138 3

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**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these articles of incorporation are

Name

Address

Sherwin P. Simmons, II

Carlton Fields, P.A.  
4221 W. Boy Scout Blvd., Su. 1000  
Tampa, FL 33607

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE XI**  
**Indemnification**

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not for Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or serves or served any other enterprises at the request of the Corporation; provided, however that such indemnification shall not be provided to the extent that the proceeding is a result of the willful misconduct or gross negligence of such director, officer, employee, or agent. If the Florida Not for Profit Corporation Act is amended

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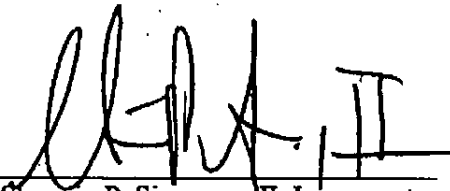
after the filing of these Articles of Incorporation of which this Article XI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director, officer, employee, or agent of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act as so amended.

**ARTICLE XII**  
**Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these articles of incorporation this 26<sup>th</sup> day of March, 2009.

  
\_\_\_\_\_  
Sherwin P. Simmons, II, Incorporator

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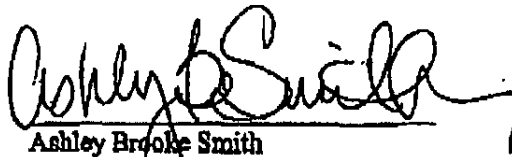
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 20 day of March, 2009.

Registered Agent

  
Ashley Brooke Smith

(rev. 3.26.09)

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