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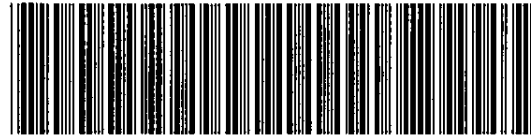
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SECRETARY OF STATE
DIVISION OF CORPORATION
2010 DEC 28 PM 1:58

12/29/10

December 11, 2010

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

SUBJECT: Employment Resolutions Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$87.50 Filing Fee, Certified Copy & Certificate

Roger Proulx

7200 Sunshine Skyway Lane

St. Petersburg, FL 33711

From: Employment Resolutions Inc.

727-560-3044

Rproulx1@tampabay.rr.com

A handwritten signature in dark ink, appearing to read "Roger Proulx", is written over a horizontal line.

Roger Proulx

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ARTICLES OF INCORPORATION
OF
Employment Resolutions Inc.
A Florida "Not for Profit" Corporation

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DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is Employment Resolutions Inc. The purpose of the corporation is to: Provide placement services to individuals with disabilities. This encompasses those with physical and mental diagnoses.

We offer:

1) Job coaching and placement – This consists of meeting an individual, establishing their career goals, and helping the client find gainful employment. Each client is unique and the level of care and services are based on the individual's needs. We will follow the client for 90 days, once we have placed them with a suitable employer. Specific duties of job coaching include: helping the client complete job applications and resumes; providing job-seeking skills, such as interviewing techniques and training on professional workplace behavior; observing the client on the job and intervening; as needed, to help them stabilize and succeed in a work setting; educating the client about handling conflicts and creating positive resolutions, so they may maintain healthy workplace behavior.

2) Labor Market Research – We will continue to meet with employers, stay abreast of trends in the local labor market, and continuously gain knowledge of and create employment opportunities within the area.

3) Employer Training – We will educate employers about tax credits, benefits of hiring individual with disabilities, and offer on-going support to employers.

4) Advocacy – We will advocate for each client to be treated equally in the workforce. Most importantly, we will educate the client about self-advocacy and provide tools for the individual to become self-sufficient.

Mission – Employment Resolutions Inc. believes that every individual is unique and has the ability to be successful in work, life, and personal enrichment. We believe employment fosters self-sufficiency and long-term happiness. Our goal is to help persons with disabilities obtain employment in the field they desire. We recognize that every individual has his/her own strengths, skills, and personal goals. We believe individuals should be treated in a holistic manner, recognizing the entire individual within their environment.

B. PRINCIPAL OFFICE: The principal office of the corporation is located at 6177 Sun Blvd. #404 St. Petersburg, FL 33715

C. **MAILING ADDRESS:** The mailing address of the corporation is 6177 Sun Blvd. #404 St. Petersburg, FL 33715

D. **REGISTERED AGENT:** The name of the registered agent of the corporation is Rachael Haskell. The address of this registered agent is 6177 Sun Blvd. #404 St. Petersburg, FL 33715.

E. **DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

F. **BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

The initial officers on the Board of Directors are:

Joan Reid, PhD, LMHC, CRC, Chairperson
524 Manisha Place
Tarpon Springs, FL 34688.

David Daniels, CPA, MBA, Treasurer
3203 W Barcelona ST
Tampa, FL 33629

Roger Proulx, MLS, Secretary
7200 Sunshine Skyway Lane
St. Petersburg, FL 33711

G. **INCORPORATORS:** The name and address of the incorporator is: Roger Proulx, 7200 Sunshine Skyway Lane, St. Petersburg, FL 33711.

H. **CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

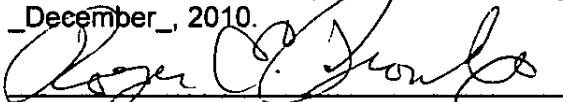
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

These Articles of Incorporation are hereby executed by the incorporator on this __11th__ day of __December__, 2010.



Roger Proulx

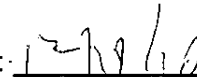
REGISTERED AGENT

ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Employment Resolutions Inc., a Florida not for profit corporation.

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 and accept the appointment as registered agent and agree to act in this capacity.


Rachael Haskell

Date: 
12/11/10

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document

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