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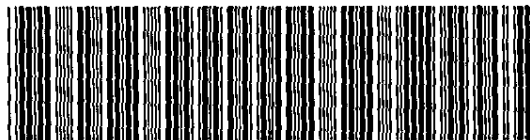
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Whitaker Law, P.A.

700 N. Wickham Road, Suite 205
Harbor Pines Office Building
Melbourne FL 32935

Phone: (321) 254-3399
E mail: hpw@whitakerlaw.com
Website: www.whitakerlaw.com

Hurley Partin Whitaker, Esquire
H. Partin Whitaker II, Esquire

Sylvia Pardo Whitaker, Paralegal

February 4, 2018

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

Re: Brevard Electrical Group Non-Joint Apprenticeship and
Training Program, Inc.

AMENDED ARTICLES OF INCORPORATION

Enclosed you will find an original and a copy of Amended Articles of Incorporation for the above referenced corporation.

Also enclosed is our check in the amount of \$35.00 which represents the filing fee for amending the articles.

Thank you.

Very truly yours,

Hurley Partin Whitaker

HPW/spw
Enclosure

AMENDED
ARTICLES OF INCORPORATION
OF
BREVARD ELECTRICAL GROUP NON-JOINT APPRENTICESHIP
AND TRAINING PROGRAM, INC.

A Florida Non-Profit Corporation

The undersigned, desiring to amend the Articles of Incorporation of Brevard Electrical Group Non-Joint Apprenticeship and Training Program, Inc., filed on July 31, 1985, hereby amend the Articles of Incorporation as follows:

ARTICLE I - CORPORATE NAME

The name of this corporation is BREVARD ELECTRICAL GROUP NON-JOINT APPRENTICESHIP AND TRAINING PROGRAM, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 700 N. Wickham Road, #108, Melbourne, FL 32935.

ARTICLE III - CORPORATE NATURE

This is a nonprofit corporation, organized solely for educational and charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE IV - DURATION

This corporation shall exist perpetually, unless dissolved under provisions of its constitution, By-Laws or the Florida Statutes.

ARTICLE V - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- (a) for the improvement of the level of workmanship of electricians and of their work products and the development of a higher level of efficiency by workers in the electrical trade;
- (b) to provide a comprehensive educational and training program for apprenticed electricians pursuant to Fla. Stat. Chap. 446;
- (c) recruit, select, employ and train apprentices without discrimination on the basis of race, color, religion, national original, or sex and operate as required by 29 CFR Part 30; and
- (d) to meet the needs of the community by providing apprentice training as well as experienced trained electricians.

The general purposes for which this corporation is formed are:

to operate exclusively for such purposes not for pecuniary gain, including such purposes as will qualify it as an exempt organization under Sec. 501(c)(5) of the Internal Revenue Code, 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI - SUBSCRIBERS

The names and address of the subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RANDY W. ALLEN	110 East Drive #1 Melbourne FL 32904

CHRISTINA SLATE

7790 Industrial Road
West Melbourne FL 32904

KURT MARCELLO

281 Thor Avenue SE
Palm Bay FL 32909

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors

- (1) Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors, also known as the Apprenticeship and Training Committee Board Members.
- (2) Number: The number of Directors/Committee of the corporation shall be three; provided however, that such number may be changed by a By-Law duly adopted by the members in accordance with the regulations promulgated pursuant to Fla. Stat. Chapter 446.
- (3) Election: Members of the Board of Directors shall be elected annually by the members for terms of one (1) year, or as otherwise provided for in the By-Laws of the corporation.
- (4) Term of Office: Directors elected at the first annual meeting of members shall serve total terms from one to four years or longer if voted by the Members. Such terms shall expire following the election of Directors and until the qualification of the successors in office.
- (5) Action Without Meeting: 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

[REDACTED]

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 actions 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 By-Laws of this corporation authorized the Directors to so act. Such a statement shall be prima facia evidence of such authority.

- (6) Initial Members: The name and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RANDY W. ALLEN	110 East Drive #1 Melbourne FL 32904
CHRISTINA SLATE	7790 Industrial Road West Melbourne, FL 32904
KURT MARCELLO	281 Thor Avenue SE Palm Bay, FL 32909

(b) Corporate Officers

The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers and agents as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers: Said officers shall be the same as officers as those elected for Brevard Electrical Group

Non-Joint Apprenticeship.

NAME

ADDRESS

President:

RANDY W. ALLEN

110 East Drive #1
Melbourne FL 32904

Secretary:

CHRISTINA SLATE

7790 Industrial Road
West Melbourne FL 32904

Treasurer:

KURT MARCELLO

281 Thor Avenue SE
Palm Bay FL 32909

ARTICLE VIII - MEMBERSHIP

The membership of this corporation shall constitute all persons named herein as subscribers and such other persons as hereafter may become members in the manner provided in the By-Laws. In any event, however, membership is open to all electrical contractors who are duly certified by the State of Florida, and/or licensed by the County of Brevard, who pay the initiation and other fees and requested dues and who agree to abide by the principals enunciated above, as more specifically delineated in the By-Laws and the Written Standards of the Florida Department of Labor and Employment Security, Division of Labor, Employment and Training, Bureau of Apprenticeship. No person shall be denied membership because of race, religion, creed, sex, national origin, physical handicap or age. The authorised number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall also be as set forth in the By-Laws. The By-Laws, regarding specific qualifications for membership and

[REDACTED]

the manner of admission of members, however, shall in no wise be more restrictive than the above except to the extent that said By-Laws may formulate a procedure whereby it may be ascertained that a potential member seeking to gain admission is supportive of the goals and aspirations hereinabove set forth regarding the purposes for which this corporation is being founded. Said procedures in the By-Laws shall in no wise restrict said potential members' freedom of speech and expression, nor in any wise prohibit dissent within the organization regarding the methods and/or manner in which said purposes are accomplished. In essence, therefore, we welcome all electrical contractors to become members of our corporation and we do not intend, other than by payment of an initiation fee and dues, which shall be directly used for the purposes hereinabove set forth, to in any wise extract monies, fees, taxes or other things of value from our potential members, except as they may voluntarily contribute, and all of said monies and things of value shall only be used and dedicated for purposes approved under Internal Revenue Code §501(c)(5).

The authorized number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the By-Laws.

ARTICLE IX - EARNINGS & ACTIVITIES OF CORPORATION

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the corporation 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 Article IV hereof.

- (b) This corporation 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.
- (c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Sec. 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation whose contributions are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1954 (or the or the corresponding provision of any further United States Internal Revenue Law).
- (d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under

Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1954 (or the or the corresponding provision of any further United States Internal Revenue Law), as the Board of Directors shall determine. 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 XI - RIGHTS AND OBLIGATIONS OF MEMBERS

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 liability for the debts, liabilities, or obligations of the corporation.

ARTICLE XII - AMENDMENTS TO BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of Florida, concerning corporate action that much be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following procedures set forth therefor in the By-Laws.

ARTICLE XIII - AMENDMENT OF ARTICLES

Amendments of 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 (2/3) of the quorum of the officers of the corporation.

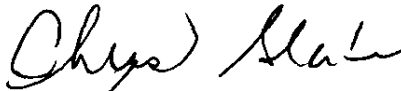
ARTICLE XIV - REGISTERED AGENT AND OFFICE

The initial registered office of this Corporation shall be the Law Office of Whitaker Law, P.A., 700 North Wickham Road, Suite 205, Melbourne, Florida 32935, and the initial registered agent at that address shall be HURLEY PARTIN WHITAKER.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this non-profit educational and charitable corporation under the laws of Florida, have executed this Articles of Incorporation, this 30TH day of JANUARY, 2018.



RANDY W. ALLEN



CHRISTINA SLATE



KURT MARCELLO

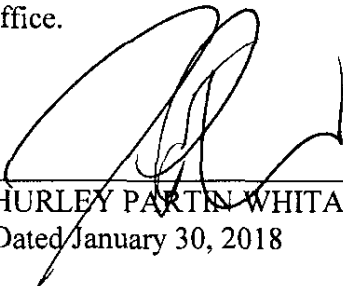
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST, that BREVARD ELECTRICAL GROUP NON-JOINT APPRENTICESHIP AND TRAINING PROGRAM., a Florida Non-Profit organization, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named HURLEY PARTIN WHITAKER, located at 700 North Wickham Road, Suite 205, Melbourne, Florida 32935, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



HURLEY PARTIN WHITAKER
Dated January 30, 2018