

N11000004787

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(Business Entity Name)

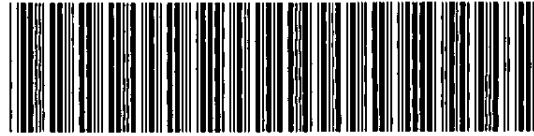
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11 MAY 16 AM 10:49

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2011 MAY 16 AM 8:12

5/17/11

Advanced Incorporating Service, Inc.

1317 California Street
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-222-CORP
Fax: 850-575-2724
Email: orders@advancedincorporating.com
Website: www.advancedincorporating.com

NAME OF ENTITY <u>Employ U, Inc.</u>	FOR OFFICE USE ONLY

PICK ONE:

☒ CERTIFIED COPY ☐ PHOTOCOPY ☐ C.U.S.

FILING:

☒ CORPORATION ☐ LLC ☐ LIMITED PARTNERSHIP ☐ GENERAL PARTNERSHIP
☐ FICTITIOUS NAME ☐ SERVICEMARK/TRADEMARK ☐ AMENDMENT
☐ FOREIGN QUALIFICATION ☐ JUDGMENT LIEN
☐ OTHER _____

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☐ GOOD STANDING CERT/C.U.S. ☐ CERTIFIED COPY ☐ PHOTOCOPY
Of _____

APOSTILLE/CERTIFICATION REQUEST:

Country _____

Amount of Documents _____

DATE 5/16/11 TIME 10:30

Notes: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 MAY 16 AM 8:12

Articles of Incorporation Of EmployU, Inc.,
A Florida Nonprofit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2011 MAY 16 AM 8:10

Article 1. Name. The name of the Corporation is: EmployU, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the Corporation is as follows:
A. This Corporation is a not-for-profit entity organized under Chapter 617, Fla. Stat., and applicable federal laws, and such that the Corporation shall be organized exclusively for charitable, religious, educational, or scientific purposes. See also Article II, below. The Corporation is not organized for the private gain of any person; and the specific purposes of this Corporation are to provide government-sponsored employment and re-employment services to handicapped and other similar patrons and customers; and

B. to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations; provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code; and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers. The Corporation shall be authorized and empowered to pay reasonable compensation to parties for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members or the Directors, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, these Members of whom shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of the initial Voting Member is: Keith Bourkney, 1565 Springtime Loop, Winter Park, Seminole County, Florida, 32792.

Article 5. Initial Registered Agent and Office. The initial registered agent is Keith Bourkney; and the initial registered office 1565 Springtime Loop, Winter Park, Seminole County, Florida, 32792.

Article 6. Board of Directors. The initial Board of Directors shall include Keith Bourkney, 1565 Springtime Loop, Winter Park, Seminole County, Florida, 32792; the Bylaws shall provide the method of election of all Directors; and the number of Directors may be raised or lowered by amendment to the Bylaws, but shall in no case nor at any time be less than three (3).

Article 7. Officers. The Corporate Officers shall consist of a President, Vice President, Secretary, and Treasurer; and other officers as may be provided for in the Bylaws. Each Officer shall be elected (and may be removed) by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The name and address of the initial Corporate President and Secretary is: Keith Bourkney, 1565 Springtime Loop, Winter Park, Seminole County, Florida, 32792.

Article 8. Incorporators. The names and address of the Incorporator is Keith Bourkney, 1565 Springtime Loop, Winter Park, Seminole County, Florida, 32792.

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

Article 10. Corporate Address. The street address of the Corporation's initial principal office and mailing address is 1565 Springtime Loop, Winter Park, Seminole County, Florida, 32792.

Article 11. Corporate Purpose. This Corporation is organized exclusively for one or more of the purposes as appropriate under § 501 (c) (3), (4), and/or (6) of the Internal Revenue Code (IRC), including the making of distributions to organizations that qualify as exempt organizations as appropriate under § 501 (c) (3), (4), and/or (6), or the corresponding section(s) of any future federal tax law.

Article 12. Prohibition Against Private Inurement. No part of the Corporation's net earnings shall inure to the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation is authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Article 13. Compensation Restriction. Any salaries or wages, together with fringe benefits or other forms of compensation (e.g., housing, transportation and other allowances) paid to or provided to the Corporate employees, associates, Directors, or Officers shall not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment, and with the compensation ordinarily paid to persons with similar positions or duties.

Article 14. Limitations on Activities. A. No substantial part of the Corporate activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as may otherwise provided by § 501 (h), IRC, *passim*; and the Corporation

shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax as appropriate under § 501 (c) (3,) (4), and/or (6) , IRC or by a Corporation whose contributions to which are deductible under § 170 (c) (2), IRC, *passim*, or the corresponding provision of any future United States federal tax law(s).

Article 15. Dissolution. In the event of the Corporation's dissolution, its assets remaining after payment or the provision for payment of all Corporate debts and liabilities shall be distributed and remitted for one or more exempt purposes and/or to one or more organizations that are also exempt as organizations described in §§ 501 (c) (3,) (4), and/or (6), 170 (c) (2), IRC, *passim*, or the corresponding sections of any prior or future federal tax law(s), or to the federal, State, or local government for exclusive public purposes. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction in the county or state where the Corporation is located, and exclusively for such purposes, or to such organizations as the Court shall determine, and which are organized exclusively for such purposes.

Article 16. Private Foundation Requirements and Restrictions. In any taxable year in which the Corporation is acting as a private foundation as described in § 509 (a), IRC, the Corporation, A) shall distribute its income for that period at such time and manner so as not to subject it to tax under § 4942, IRC; B) shall not engage in any act of self-dealing as defined in § 4941 (d), IRC; C) shall not retain any excess business holdings as defined in § 4943, IRC; D) shall not make any investments in such manner as to subject the Corporation to tax under § 4944, IRC; and E) shall not make any taxable expenditures as defined in § 4945 (d), IRC; or as any of these codes, laws, or regulations may be modified or changed from time to time hereafter.

Article 17: Indemnification. The Corporation shall indemnify and pay the litigation and attorney costs for any Corporate Director or Officer who is successful in the defense of any proceeding to which the Director or Officer was a party. The Corporation may indemnify an individual (made a party to a proceeding because the individual is or was a Director, Officer, associate, or agent of the Corporation) against liability after a determination is made, in the manner required by the Board of Directors, that that person's indemnification is permissible in the circumstances. Such indemnification shall apply when such persons are serving at the Corporation's request while a Director, Officer, associate, or agent of the Corporation. The Corporation also may pay for or reimburse

the reasonable litigation and attorney fees and expenses incurred by a Director, Officer, associate, or agent of the Corporation who is a party to a proceeding at the initiation or in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, associate, or agent of the Corporation, regardless of whether the Corporation would have the power to indemnify the individual against the same liability under law. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or the payment of litigation and attorney fees and expenses to any person who is or was a Director, Officer, associate, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of these present indemnification provisions regarding the advancement of the litigation and attorney fees or expenses is held to be invalid as contrary to law or public policy, it shall be severable, and the remaining provisions in this Article (17) shall not be otherwise affected. All references in these Articles of Incorporation to "Director," "Officer," "associate," and "agent" shall include the successors heirs, estates, executors, administrators, and personal representatives of all such persons.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on the date(s) below.

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.

Registered Agent:

EmployU, Inc.


Name: Keith Bourkney

By:


**Keith Bourkney, Director, Pres.,
Incorporator**

Date: 05/11/11

Date: 5/11/11