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NAJMY THOMPSON, P.L.

FAX No. 941-907-8999

Division of Corporations

of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION
CareerEdge of Florida, Inc.

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ARTICLES OF INCORPORATION

OF

CareerEdge of Florida, Inc.

(In compliance with Chapter 617, F.S. (Not for Profit))

ARTICLE I. NAME

The name of this corporation shall be CareerEdge of Florida, Inc.

ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE

The mailing address of the corporation is 602 3rd Street East, Suite B, Bradenton, Florida 34208.

The principal place of business of the corporation is 602 3rd Street East, Suite B, Bradenton, Florida 34208.

ARTICLE III. PURPOSE

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this Corporation is to diminish skill gaps in our region so that unemployment will decrease, employers will find the qualified and skilled workers they need when they need them, and to work as a region in collaboration with all workforce entities to streamline communication, resources and efforts so that this region will a more efficient and competitive workforce system. In carrying out such purpose, the Corporation shall have the power to exercise all rights conferred by the laws of the State of Florida upon not-for-profit corporations.

B. The purposes for which CareerEdge of Florida, Inc., is organized are exclusively charitable 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.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and

PREPARED BY:
Mark F. Dahle Jr., Esq. (Bar No. 723355)
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Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. No substantial part of the activities of the Corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. In the event of dissolution, 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 subsequent Internal Revenue Code or Regulation.

ARTICLE IV. INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director, Officer or committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted, or not pursued by the proposed indemnitee, that he or she did not act in good faith, nor in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

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It is the intent of this provision to provide the most comprehensive indemnification possible to the Officers, Directors and committee members of the Corporation, as permitted by Florida law.

ARTICLE V. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of a Board of Directors. The number of the Directors on this Corporation's Board of Directors shall initially be three (3), provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's By-laws. Such Directors are to be elected or appointed in the manner provided for by the Corporation's By-laws.

ARTICLE VI. APPOINTMENT OF DIRECTORS

When a vacancy in the Board of Directors occurs, then a replacement Board member will be appointed by majority vote of the remaining Board members.

ARTICLE VII. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote of the Board of Directors.

ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the corporation are:

Mark Pritchett	Director
Tim Polk	Director
Jeff Maultsby	Director

ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent and office for this Company is as follows:

Najmy Thompson P.L.
Attn: Mark F. Dahle, Jr., Esq.
6320 Venture Drive, Suite 104
Lakewood Ranch, Florida 34202

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ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Mireya C. Eavey, 602 3rd Street East, Suite B, Bradenton, FL 34208.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on 20th day of September, 2012.

Mireya C. Eavey
Mireya C. Eavey, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, the firm hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The firm further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the firm is familiar with and accepts the obligations of its position as Registered Agent as provided in Chapter 608, F.S.

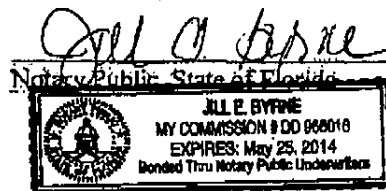
Najmy Thompson, P.L.

By: Mark F. Dahle, Jr.

Mark F. Dahle, Jr., as attorney with the firm

STATE OF FLORIDA
COUNTY OF MANATEE

On the 20th day of September, 2012, Mark F. Dahle, Jr., as an attorney with Najmy Thompson, P.L. and on behalf of Najmy Thompson, P.L., designated above as the entity who shall serve as this company's Registered Agent, who is personally known to me or who has produced as identification, personally appeared before me and signed these Articles of Organization.



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