

Division of Corporations

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H1400004297

## Florida Department of State

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Graduate Career Consortium, Inc.**

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**ARTICLES OF INCORPORATION OF  
GRADUATE CAREER CONSORTIUM, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as incorporator for **GRADUATE CAREER CONSORTIUM, INC.** (the "Company") hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit Company, under the laws of the State of Florida.

**ARTICLE I.  
NAME**

The name of the Company is **GRADUATE CAREER CONSORTIUM, INC.**

**ARTICLE II.  
ADDRESS**

The mailing and street address of the Company shall be:

Graduate Career Consortium, Inc.  
c/o Dale Bergman, Esq.  
100 Almeria Avenue, Suite 340  
Coral Gables, FL 33134

**ARTICLE III.  
TERM**

The Company shall have a perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III.  
PURPOSE**

(a) The Company is organized and shall be operated exclusively for charitable and community purposes within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(b) Included among the charitable and community purposes for which the Company is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are to (i) help member institutions provide career and professional development for doctoral and post-doctoral students at member institutions and (ii) provide national leadership for graduate level career and professional development.

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#### **ARTICLE IV. ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Company will not carry on any other activities not permitted to be carried on by a (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE VI. DEDICATION AND DISTRIBUTION OF ASSETS**

(a) No part of the net earnings of the Company shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Company shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not carry on any activities except those permitted to be carried on by a Company exempt from federal income tax under Code Section 501(c)(3) or by a Company contributions to which are deductible under Code Section 170(c)(2).

(b) If the Company is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Company is so deemed, the Company shall distribute its income for each tax year at such time and in such manner as not to subject the Company to tax under Code Section 4942, and the Company shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Company to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The affairs of the Company shall be managed by a Board of Directors consisting of no less than three (3) directors and no more than ten (10). The method of election of Directors shall be stated in the Bylaws of the Company. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Company, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to

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the fullest extent permitted by law. The name and address of each member of the Company's Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Victoria Blodgett	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134
Christine Kelly	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134
Michael Matrone	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134
Amy Pszczolkowski	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134

**ARTICLE VIII.**  
**OFFICERS**

The names and addresses of the Company's initial officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Victoria Blodgett	President	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134
Christine Kelly	President-Elect	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134
Michael Matrone	Treasurer	100 Almeria Avenue Suite 340 Coral Gables, Florida 33134

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Amy Pszczolkowski

Secretary

100 Almeria Avenue  
Suite 340  
Coral Gables,  
Florida 33134

**ARTICLE IX.  
INDEMNIFICATION**

(a) The Company shall indemnify each person who is or was a director or officer of the Company, and shall pay or reimburse in advance his or her expenses, to the fullest extent permissible under the laws of the State of Florida. The Company shall also indemnify each person who is or was an employee or volunteer of the Company, and shall pay or reimburse in advance his or her expenses, to the same extent as trustees and officers of the Company. The Company in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that the Company has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of the Company existing at the time of such repeal or modification. The Company shall have the right, but shall not be obligated, to indemnify any agent of the Company not otherwise covered by this Section to the fullest extent permissible under the Act.

(b) If any provision these Articles or the Company's Bylaws dealing with indemnification is invalidated by any court on any ground, then the Company shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of these Articles that has not been invalidated. Notwithstanding any other provision of these Articles or the Company's Bylaws, the Company shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Company as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

**ARTICLE X.  
MEMBERSHIP**

All persons interested in the purposes of the Company are eligible for membership in the Company if they are capable of contributing to the achievement of those purposes and the effective operation of the Company, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

**ARTICLE XI.  
BYLAWS**

The Board of Directors of the Company may provide such Bylaws for the conduct of the business of the Company and the carrying out of its purposes as such.

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Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of the State of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Company.

**ARTICLE XII.**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

All amendments to these Articles of Incorporation may be proposed by any Director of the Company, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

**ARTICLE XIII.**  
**REGISTERED AGENT**

The name and street address of the Company's initial registered agent is:

GBBPL Registered Agents, LLC  
100 Almeria Avenue, Suite 340  
Coral Gables, Florida 33134

**ARTICLE XIV.**  
**INCORPORATOR**

The name and address of the Company's incorporator is Dale Bergman, Esq.,  
100 Almeria Avenue, Suite 340, Coral Gables, Florida 33134.

**ARTICLE XV.**  
**DISSOLUTION**

Upon the dissolution or winding up of the Company, the assets remaining after payment (or provision for payment) of the Company's debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

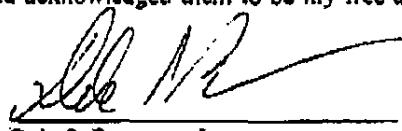
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IN WITNESS WHEREOF, I have signed these Articles of Incorporation, as the Incorporator of the Company and acknowledged them to be my free and voluntary act, as of May 1, 2014.



Dale S. Bergman, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Company: **GRADUATE CAREER CONSORTIUM, INC.**

Registered Agent: **GBBPL Registered Agents, LLC.  
100 Almeria Avenue, Suite 340  
Coral Gables, Florida 33134**

Having been named as registered agent and to accept service of process for the above-stated Company at the place designated in this certificate, the undersigned hereby accepts the appointment as Registered Agent and agree 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 my duties, and the undersigned is familiar with and accepts the obligation of its position as registered agent.

**GBBPL REGISTERED AGENTS, LLC**

By:   
Dale S. Bergman  
Authorized Representative

Dated: May 1, 2014

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