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RKS-16042.1

**FLORIDA PROFIT/NON PROFIT CORPORATION  
AMSKILLS APPRENTICESHIP FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
AMSKILLS APPRENTICESHIP FOUNDATION, INC.  
(A FLORIDA CORPORATION NOT-FOR-PROFIT)**

FILED  
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TALLAHASSEE, FL

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

**ARTICLE I**  
**NAME**

The name of the corporation is AMSKILLS APPRENTICESHIP FOUNDATION, INC., its principal and mailing address is 7825 Campus Drive, Building D, New Port Richey, FL 34653 (the "Corporation").

**ARTICLE II**  
**NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not for profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "Internal Revenue Code").

**ARTICLE III**  
**PURPOSE**

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

- (a) for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (b) to support efforts to train and develop skilled technical workers to fill positions in manufacturing positions in the Tampa Bay, Florida area and surrounding counties and enable students to transition from the classroom directly into advanced manufacturing and engineering careers;

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(c) to provide funding and financial support to Advanced Manufacturing Industry Certification Training Centers in the Tampa Bay, Florida region that utilizes the dual education / apprenticeship model which has been used in Germany and other countries to educate and trained a skilled technical workforce that will fill manufacturing job vacancies, attract new manufacturers and strengthen local communities.;

(d) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation;

(e) to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;

(f) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code;

(g) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(h) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(i) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(j) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) and Section 501(c)(3) of the Code.

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**ARTICLE IV**  
**MEMBERSHIP**

The Corporation shall be organized as a membership organization and its sole member is the Advanced Manufacturing Industry Training Center Governing Board ("ICTC"), a legal entity created pursuant to that certain Interlocal Agreement of Pinellas County, Pasco County and Hernando County dated September 15, 2014 (the "Interlocal Agreement").

**ARTICLE V**  
**INCORPORATORS**

The names and addresses of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Randy K. Sterns	1801 North Highland Avenue Tampa, Florida 33602

**ARTICLE VI**  
**OFFICIAL BOARD/OFFICERS**

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

**ARTICLE VII**  
**AMENDMENTS**

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

**ARTICLE VIII**  
**BYLAWS**

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

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**ARTICLE IX**  
**TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

**ARTICLE X**  
**DISTRIBUTION OF ASSETS**

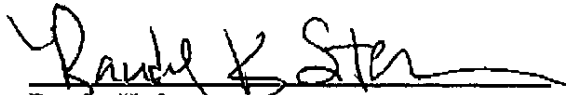
In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to ICTC pursuant to the terms of the Interlocal Agreement or to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), 509(a)(1) or (2), and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, for exclusive public use.

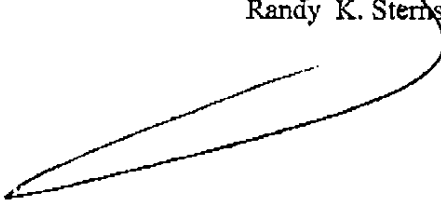
Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) and 509(a)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Code 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 Code."

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 19<sup>th</sup> day of April, 2017.

  
Randy K. Sterns



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**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, **AMSKILLS APPRENTICESHIP FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

**AMSKILLS APPRENTICESHIP  
FOUNDATION, INC.**

By:   
Randy K. Sterns, Incorporator

**ACKNOWLEDGMENT**

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

**BUSH ROSS REGISTERED AGENT SERVICES, LLC**

By:   
Randy K. Sterns, Vice President

FILED  
TAMPA, FLORIDA  
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