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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Career Solutions, Inc.

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July 14, 2023

FLORIDA DEPARTMENT OF STATE

Division of Corporations
DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.

SUBJECT: CAREER SOLUTIONS, INC.
REF: W23000096643

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TALLAHASSEE, FL

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We have received your document for CAREER SOLUTIONS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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Monique K Anderson
Regulatory Specialist II

FAX Aud. #: H23000245848
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ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA CAREER SOLUTIONS, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Central Florida Career Solutions, Inc. ("Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 390 N. Orange Ave., Suite 700, Orlando, FL 32801, and the mailing address of the Corporation is 390 N. Orange Ave., Suite 700, Orlando, FL 32801.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable purposes within the meaning of Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include developing and enhancing career development in the Central Florida area.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions for the furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors.

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The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Eric Jackson	390 N. Orange Ave., Suite 700 Orlando, FL 32801
Mark Wylie	390 N. Orange Ave., Suite 700 Orlando, FL 32801
Jody Wood	390 N. Orange Ave., Suite 700 Orlando, FL 32801
Rick Walsh	390 N. Orange Ave., Suite 700 Orlando, FL 32801

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**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 390 N. Orange Ave., Suite 700, Orlando, FL 32801, and the name of the initial registered agent of the Corporation at that address is Leonardo Alvarez. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Central Florida Regional Workforce Development Board, Inc., a Florida not for profit corporation	390 N. Orange Ave., Suite 700 Orlando, FL 32801

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ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time by a vote of two-thirds of the full Board of Directors at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Corporation's Bylaws; provided, that Central Florida Regional Workforce Development Board, Inc. (by its CEO) must approve any such amendment to the Articles of Incorporation.

ARTICLE XI - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3). 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.

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation this 12 day of July, 2023.

Central Florida Regional Workforce Development
Development Board, Inc., a Florida not for profit
corporation

By: Pamela Nabors
Pamela Nabors, CEO

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Leonardo Alvarez
Leonardo Alvarez

Date: July 12, 2023

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