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## ARTICLES OF INCORPORATION

of

## PALM BEACH COUNTY WORKFORCE DEVELOPMENT BOARD, INC.

(A Florida Corporation Not-for-Profit)

These Articles constitute the Articles of Incorporation of Palm Beach County Workforce Development Board, Inc., a corporation not-for-profit organized under the laws of the State of Florida.

## Article I

Name

The name of the Corporation is Palm Beach County Workforce Development Board, Inc.

## Article II

Purpose

The purposes for which the Corporation is formed are:

1. To provide direction and oversight for initiatives related to the development of a workforce which will meet the needs of business, industry and the government to enable Palm Beach County to compete in all economic markets. This purpose will be accomplished through four interrelated initiatives. The preparation of youth for employment is of critical importance to the economic development of the county and will be coordinated through the Tech Prep and School-to-Work initiatives. The development and funding of One-Stop-Career Centers will provide access to employment, training and unemployment and welfare benefits and services to individuals and employers. A coordinated system for transitioning individuals from Welfare-to-Work will ensure the development of the full employment potential for every individual seeking to work in Palm Beach County. The development and maintenance of high-skill, high wage jobs and a workforce prepared to fill those jobs is a compelling factor in the achievement of our purpose. To provide the opportunity for the business community, through the Board to constantly provide input as to the skills which are in demand and to forecast the skills which will be necessary in the future. To take charge of the development of the labor force to meet the needs of the business community by leading the way with innovative approaches designed to keep our workforce current and globally competitive.

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2. To promote and enhance productive employment of individuals in Palm Beach County, Florida, through the development, promotion, and implementation of programs to prepare youth and adults for successful entry into and retention in the labor force, to afford job training to economically disadvantaged and other individuals in need of such training, and to develop jobs and match all eligible individuals with job openings, through industry-specific training programs supportive of industrial and economic development, through employment-generating activities to increase job opportunities, and through other related activities.

3. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

4. This Corporation is organized exclusively for charitable, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, 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 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 said Regulations as they now exist or as they may hereafter be amended.

No substantial part of the activities of the Corporation 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.

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

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for

charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate 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.

### Article III

#### Duration

The term of existence of the Corporation is perpetual.

### Article IV

#### Membership

Membership in the Corporation shall be as regulated by the Bylaws.

### Article V

#### Registered Office, Mailing Address and Principal Office Address

The principal office address, the mailing address and the registered office of the Corporation is 1555 Palm Beach Lakes Blvd., Suite 155, West Palm Beach, Florida 33401, and the name of the registered agent at that address is Larry L. Pelton.

### Article VI

#### Directors and Officers

The Corporation shall be operated and managed by three directors, initially. The names and addresses of the initial directors and officers until the first election are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jorge Dominici	1555 Palm Beach Lakes Blvd., #155 West Palm Beach, FL 33401	President
William B. Howden	1555 Palm Beach Lakes Blvd., #155 West Palm Beach, FL 33401	Vice President
Dale Ewing	1555 Palm Beach Lakes Blvd., #155 West Palm Beach, FL 33401	Treasurer

Max Davis

1555 Palm Beach Lakes Blvd., #155  
West Palm Beach, FL 33401

Secretary

Article VII  
Incorporator

The name and address of the incorporators hereof are as follows:

- 1) Jorge Dominicia  
1555 Palm Beach Lakes Blvd. # 155  
West Palm Beach, FL 33401
- 2) William A. Howden  
1555 Palm Beach Lakes Blvd. #155  
West Palm Beach, FL 33401
- 3) Max Davis  
1555 Palm Beach Lakes Blvd. #155  
West Palm Beach, FL 33401

Article VIII  
Commencement of Existence

The Corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 31<sup>st</sup> day of July, 1996.William A. Howden  
IncorporatorMax Davis  
IncorporatorJorge Dominicia  
Incorporator

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Max Davis, Jorge Dominick, William B. Howden, to me known to be the person described in and who respectively executed the foregoing instrument and who acknowledged before me that said person executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 31<sup>st</sup> day of July, 1996.

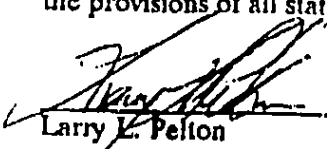
  
Notary Public, State of Florida

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## CERTIFICATE OF ACCEPTANCE OF DESIGNATION

## AS REGISTERED AGENT

Having been named in the Articles of Incorporation of Palm Beach County Workforce Development Board, Inc., as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Larry L. Pelton

8/13/96  
Date

1555 Palm Beach Lakes Blvd., S.W.  
West Palm Beach, FL 33401

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