

1201 HAYS STREET
TALLAHASSEE, FL 32301-2007
800-342-8888
N96000004557



PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 058385 8440A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

96 AUG 20 PM 8:49
DIVISION OF CORPORATION

ORDER DATE : August 19, 1996

ORDER TIME : 4:0 PM

ORDER NO. : 058385

CUSTOMER NO: 8440A

CUSTOMER: Douglas A. Daniels, Esq
DOUGLAS A. DANIELS, ESQ

Suite 400
149-f South Ridgewood Avenue
Daytona Beach, FL 32114

DOMESTIC FILING

NAME: THE MANUFACTURING LEADERSHIP
COUNCIL

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

513-615-611-

W96-17402

167-513-615-611

FILED
CORPORATION
STATE
OFFICE
SEP 2 1996

ag
9/3/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE MANUFACTURING LEADERSHIP COUNCIL
Ref. Number: W96000017402

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE MANUFACTURING LEADERSHIP COUNCIL and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00039729



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

SEP 22 1996 10:33

August 20, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE MANUFACTURING LEADERSHIP COUNCIL
Ref. Number: W96000017402

We have received your document for THE MANUFACTURING LEADERSHIP COUNCIL and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00039506

DIVISION OF CORPORATIONS

96 AUG 21 AM 8:27

RECEIVED

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

THE MANUFACTURING LEADERSHIP COUNCIL, INC.

A FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is THE MANUFACTURING LEADERSHIP COUNCIL, INC. The address of the principal office of the corporation is 966 Northbrook Drive, Ormond Beach, Florida 32174, and the mailing address of the corporation shall be P. O. Box 442, Ormond Beach, Florida 32175.

ARTICLE II

Corporate Nature

This is a non-profit corporation organized solely for the purpose of promoting the interest of manufacturing businesses located in East Central Florida and for any related educational or charitable purpose pursuant to the Florida's Corporation Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

To improve the business conditions for manufacturing businesses in East Central Florida and for related educational and charitable purposes as will qualify as an exempt organization under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax

exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. Each member of the corporation shall also serve on the Board of Directors. An Executive Committee of the Board of Directors shall be appointed by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members. Annual meetings shall be held in Daytona Beach, Florida, in December, or at such other times or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Executive Committee of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Perry Sperber	1203 U.S. Hwy. #1 North Ormond Beach, FL 32174
Paul Clare	1327 U.S. Hwy. #1 North Ormond Beach, FL 32174
Douglas Johnson	5612 Johnson Lake Road DeLeon Springs, FL 32130

Douglas Focklor

305 Fontrona Blvd.
Daytona Beach, FL 32120

William Thompson

4620 City Center Drive
Port Orange, FL 32129

(b) Corporate Officers. The Board of Directors shall elect the following officers: Chairman of the Board of Directors, Vice-Chairman of the Board of Directors, President, Executive Director, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name

Address

Perry Sperber
Chairman/President

1203 U.S. Hwy. #1 North
Ormond Beach, FL 32174

Paul Clare
Vice-Chairman

1327 U.S. Hwy. #1 North
Ormond Beach, FL 32174

Lou Fifer
Executive Director,
Secretary and Treasurer

966 Northbrook Drive
Ormond Beach, FL 32174

ARTICLE VI

Earnings and Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article IV hereof.

(b) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, 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 Section 501(c)(6)(b) or Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon 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 tax exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person invited to join by the Board of Directors and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the

Directors may from time to time adopt, is eligible for membership.

(c) A person eligible for membership may become a member upon presentation of an application and acceptance by the Board of Directors.

ARTICLE IX

Subscribers

The names and addresses of the Subscribers of the Executive Committee of the Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Perry Sperber	1203 U.S. Hwy. #1 North Ormond Beach, FL 32174
Paul Clare	1327 U.S. Hwy. #1 North Ormond Beach, FL 32174
Douglas Johnson	5612 Johnson Lake Road DeLeon Springs, FL 32130
Douglas Fockler	305 Fentress Blvd. Daytona Beach, FL 32114
William Thompson	4620 City Center Drive Port Orange, FL 32129

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and 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 the members of the corporation, Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to purposes described in Article IV or any similar tax exempt purpose, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 966 Northbrook Drive, Ormond Beach, FL 32174, and the name of its registered agent at said address shall be Lou Fifer.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

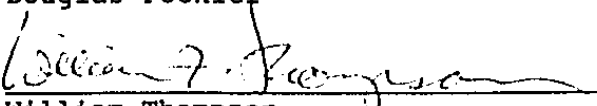
We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 23rd day of July 1996.

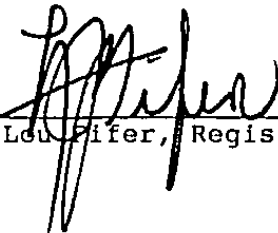

Perry Sperber


Paul Clare


Douglas Johnson


Douglas Fockler


William Thompson


Lou Fifer, Registered Agent

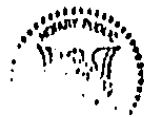
STATE OF FLORIDA :
:SS
COUNTY OF VOLUSIA:

The foregoing instrument was acknowledged before me this 13
day of July, 1996, by Perry Sperber, who is personally
known to me or who has produced _____ as
identification and who did/did not take an oath.

Teresa Price
Notary Public, State of Florida

Teresa Price
Type, print or stamp name

My commission expires:



OFFICIAL SEAL
TERESA PRICE
My Commission Expires
March 16, 1997
No. CC 267224

STATE OF FLORIDA :
:SS
COUNTY OF VOLUSIA:

The foregoing instrument was acknowledged before me this 26th
day of July, 1996, by Paul Clare, who is personally known
to me or who has produced (Personally Known) as identification
and who did/did not take an oath.

Cheryl A. Paul
Notary Public, State of Florida


Type, print or stamp name

My commission expires:

CHERYL A. PAUL
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
COMMISSION # CC 413780
MY COMMISSION EXPIRES OCT. 16, 1998

STATE OF FLORIDA :
:SS
COUNTY OF VOLUSIA:

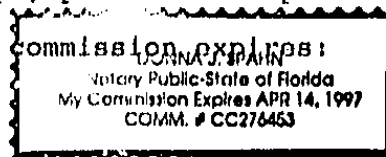
The foregoing instrument was acknowledged before me this 31
day of July, 1996, by Douglas Johnson, who is personally
known to me ~~or who has produced~~ _____ as
identification and who did/did not take an oath.



Notary Public, State of Florida

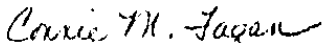
Type, print or stamp name

My commission expires:



STATE OF FLORIDA :
:SS
COUNTY OF VOLUSIA:

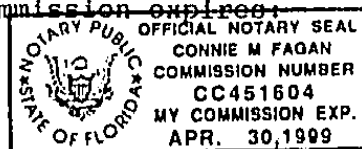
The foregoing instrument was acknowledged before me this 26th
day of July, 1996, by Douglas Fockler, who is personally
known to me or who has produced personally known as
identification and who did/did not take an oath.



Notary Public, State of Florida

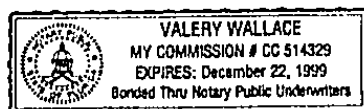
Type, print or stamp name

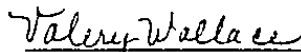
My commission expires:



STATE OF FLORIDA :
:SS
COUNTY OF VOLUSIA:

The foregoing instrument was acknowledged before me this 29th
day of July, 1996, by William Thompson, who is personally
known to me or who has produced personally known as
identification and who did/did not take an oath.





Notary Public, State of Florida

Valery Wallace

Type, print or stamp name
My commission expires: 12/22/99

RECEIVED
MAR 28 1977
76 MAR 28 11 2:39

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, THE MANUFACTURING LEADERSHIP COUNCIL, INC., hereby designates LOU FIFER, 966 Northbrook Drive, Ormond Beach, FL 32174, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

THE MANUFACTURING LEADERSHIP
COUNCIL, INC.

By: 

Lou Fifer

ACCEPTANCE OF DESIGNATION

The undersigned, Lou Fifer, hereby accepts designation as registered agent for THE MANUFACTURING LEADERSHIP COUNCIL, INC., for service of process within the State of Florida.


Lou Fifer