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AUTHORIZATION :

Patricia Pjitt

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DIVISION OF CORPORATION

ORDER DATE : September 19, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 091457

CUSTOMER NO: 5021572

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CUSTOMER: Ms. Suzan A. Abramson, P.a.
GROCOCK LOFTIS & ABRAMSON

Suite 200
126 East Jefferson Street
Orlando, FL 32801

DOMESTIC FILING

NAME: LAKE/SUMTER JOBS AND EDUCATION
PARTNERSHIP, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

9/19/96

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FILED STATE
SECRETARY OF CORPORATION

ARTICLES OF INCORPORATION
OF
LAKE/SUMTER JOBS AND EDUCATION PARTNERSHIP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, desiring to be incorporated as a corporation not-for-profit under Florida law, hereby certifies that:

ARTICLE I - Name

The name of the corporation shall be the LAKE/SUMTER JOBS AND EDUCATION PARTNERSHIP, INC.

ARTICLE II - Duration

The period of time or duration of this corporation, not-for-profit, shall be perpetual.

ARTICLE III - Definitions

A. Partnership - Refers to the Lake/Sumter Jobs and Education Partnership, Inc.

B. The Board of Directors - Refers to the Board of Directors of the Lake/Sumter Jobs and Education Partnership, Inc.

C. Region - Refers to the five Florida counties comprising the geographic area served by the Partnership:

1. Lake
2. Orange
3. Osceola
4. Seminole
5. Sumter

D. Member - Refers to an individual member of the Board of Directors.

ARTICLE IV - Purpose

Said corporation is organized:

(a) to operate exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering organizations qualified as tax exempt.

(b) to engage in any lawful activity not for pecuniary profit permitted under the laws of the United States and of the State of Florida including the making of distributions to public and private organizations as necessary to further the purposes of the corporation. Provided, however, and notwithstanding the generality of the foregoing, the corporation shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") or the corresponding provision of any future United States Internal Revenue law, and the corporation shall not carry on any activity not permitted to be carried on by an organization 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.

More particularly, the corporation is organized to provide for enhanced coordination, cooperation, collaboration, and outcomes by and between the several entities, both public and private, which are involved at the local level in providing youth and adults with opportunities to develop and continuously upgrade their knowledge and skills in order to advance economically and socially throughout their lifetime, and, in providing employers with the skilled workforce necessary to be competitive in local, state, national and/or international markets.

ARTICLE V - Qualifications of Members of the Board of Directors

The membership of the Board of Directors of this corporation shall consist of representatives of those entities, public or private, which are engaged in consuming or providing services related to workforce development or labor market exchange.

Appointment to the Board of Directors shall be by nomination and approval as set forth at length in the Bylaws.

ARTICLE VI - Incorporator

The name and address of the incorporator of this corporation, not-for-profit is: Pat Werner, Economic Development Commission of Mid-Florida, 200 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII - Bylaws

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time consistent with Florida Statutes, Chapter 617 and such other law applicable to not for profit tax exempt corporations. The Board of Directors may amend, revise, add to, repeal or rescind the Bylaws and/or adopt new Bylaws at any meeting of the Board of Directors, provided that written notice of alteration, amendment, revision, addition, repeal or rescission of these Bylaws or adoption of new

Bylaws shall have been published and given to the members at least thirty (30) days preceding the meeting.

ARTICLE VIII - Amendments to Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors. The Board of Directors may amend, revise, add to, repeal or rescind the Articles of Incorporation and/or adopt new Articles of Incorporation at any meeting of the Board of Directors, provided that written notice of alteration, amendment, revision, addition, repeal or rescission of these Articles of Incorporation or adoption of new Articles of Incorporation shall have been published and given to the Board of Directors at least thirty (30) days preceding the date of the meeting of the Board of Directors at which such action is to be considered.

ARTICLE IX - Board of Directors

The Initial Board of Directors shall consist of these persons named herein, who shall serve for such term as shall be determined by the Bylaws or until their resignation or removal pursuant to these Articles or Bylaws. Such Board of Directors shall consist of the following named individuals who are sui juris:

Barry Brown, 315 W. Main Street, Tavares, FL 32778
Timothy Griffith, 1601 W. Gulf Atlantic Highway, Wildwood, FL 34785
Charles Lewis, 107 Bushnell Plaza, Suite 100, Bushnell, FL 33513
Preston Morgan, 2680 WC476, Bushnell, FL 33513-9401
Thomas Sanders, 201 W. Burleigh Road, Tavares, FL 32778
Lois Scott, 215 Market Street, Suite 300, Jacksonville, FL 32202-2851
Robert Westrick, 9501 US Highway 441, Leesburg, FL 34788
Mehmet Baki, 222 E Main Street, Tavares, FL 32778
Linda Chandler, 2050 Art Museum Drive, Jacksonville, FL 32207
Ivory Gray, 336 S. Main Street, Wildwood, FL 34785
Frances Jones, 1127 North Blvd., Leesburg, FL 34748
Leslie Little, P.O. Box 490630, Leesburg, FL 34749-0630
Joseph Foster, P.O. Box 301, Sumterville, FL 33585
Ron Allen, P.O. Box 589, Wildwood, FL 34785
Ed Bixby, 32634 Blossom Lane, Leesburg, FL 32778
William Compton, 141 Waterman Avenue, Mt. Dora, FL 32757
James Duncan, P.O. Box 301, Sumterville, FL 33585
Shannon Elswick, 847 Eighth Street, Clermont, FL 34711
Raymond Gilley, 40 S. Dewey Street, Eustis, FL 32726
J. F. Nelson, Jr., P.O. Drawer 9, Umatilla, FL 32784
Alex Ogilvie III, 406 S. Main Street, Wildwood, FL 34897
Tim Peters, 7920 American Way, Groveland, FL 34736
Ray Richardson, P.O. Box 699, Lady Lake, FL 32158-0699
Don Roberts, 100 North Bay Street, Eustis, FL 32726
Bill Sembower, 130 Bushnell Plaza, Bushnell, FL 33513
John B. Smith, 343 North Bay Street, Eustis, FL 32726
Levi Solomon, 900 N. 14th Street, Leesburg, FL 34748

Nancy Taylor, P.O. Box 307, Sumterville, FL 33583
Thomas Bryan, P.O. Box 428, Center Hill, FL 33514
Glynn Wallace, 320 E. Main Street, Leesburg, FL 32748
John Wood, 1401 S. 9th Street, Leesburg, FL 34748
Elaine Williams, 1328 W. North Blvd., Suite 12F, Leesburg, FL 34748

ARTICLE X - Corporate Officers and their Election

The affairs of the corporation shall be managed under the direction of the Board of Directors. Election of officers and members shall be at annual meetings of the Board of Directors, as set forth in the Bylaws. The names of the officers who are to serve for such term as shall be determined by the Bylaws or until their resignation or removal pursuant to these Articles or Bylaws are:

Raymond Gilley, Chairman, 40 S. Dewey Street, Eustis, FL 32726

Alex Ogilvie III, Vice Chairman, 406 S. Main Street, Wildwood, FL 34785

Nancy Taylor, Secretary, P.O. Box 307, Sumterville, FL 33583

Don Roberts, Treasurer, 100 North Bay Street, Eustis, FL 32726

Charles Lewis, 107 Bushnell Plaza, Suite 100, Bushnell, FL 33513

John B. Smith, 343 North Bay Street, Eustis, FL 32726

Levi Solomon, Vice Chair, Finance Committee, 900 N. 14th Street, Leesburg, FL 34748

Bill Sembower, Chairman, One-Stop Committee, 130 Bushnell Plaza, Bushnell, FL 33513

Deborah Westley, Vice Chair, One-Stop Committee, FCC Coleman Low, Coleman, FL 33521

J. F. Nelson, Chair, Provider Certification Committee, P.O. Drawer 9, Umatilla, FL 32784

Ray Richardson, Vice Chair, Provider Certification Committee, P.O. Box 699, Lady Lake, FL 32158

ARTICLE XI - Registered Agent and Office

The street address of the initial registered office of this corporation is Economic Development Commission of Mid-Florida, 200 E. Robinson Street, Suite 600, Orlando, FL 32801, and the name of the registered agent of this corporation, at that address is Pat Werner.

ARTICLE XII - Location

The principal place of business and mailing address of this corporation is: Economic Development Commission of Mid-Florida, 200 E. Robinson Street, Suite 600, Orlando, FL 32801.

ARTICLE XIII - Disposition of Assets

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 its assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary and/or educational 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 provision of any future United States Internal Revenue Law), distribute all remaining assets in such manner as the Board of Directors shall determine, in accordance with all applicable laws and regulations. Any such assets not so disposed of shall be disposed of by the Court of common pleas 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 XIV - Private Assets Exempt

The private assets of the members of the Board of Directors of this corporation and the officers and directors of this corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

ARTICLE XV - Nonprofit Status

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its Board of Directors, members, trustees, 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. 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. 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)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (2)(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVI - Powers

To the end that the foregoing purposes and any other related charitable or educational purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable or educational purposes, this corporation shall have power to:

(a) Acquire either by gift, purchase or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property whatsoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit through such persons or agents as it may determine or select from time to time by a majority action of the Board of Directors, to receive donations, gifts and endowments, and to administer the same, all such real, personal and mixed property acquired or received by gift, grant, purchase, bequest or donation shall be used or employed, however, for educational, charitable, social and benevolent purposes and not for pecuniary profit of the Board of Directors.

(b) And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of SEPTEMBER, 1996.


Pat Werner, Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Lake/Sumter Jobs and Education Partnership, Inc.

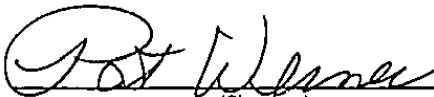
2. The name and address of the registered agent and office is:

Pat Werner
(Name)

200 E. Robinson Street, Suite 600
(P.O. Box or Mail Drop Box **NOT** acceptable)

Orlando, Florida 32801
(City/ State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

9-11-96
(Date)