

TRANSMITTAL LETTER

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(Proposed corporate name - must include suffix)

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Filing Fee,
Certified Copy

Name (Printed or typed)

Address

City, State & Zip

Daytime Telephone number

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96 DEC -5 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dec: 12/9

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: Working Toward the Future, Inc.

ARTICLE II

Principal place of business and the mailing address

The principal place of business and the mailing address of this corporation of this corporation shall be:

Working Toward the Future, Inc.
574 Sabal Palm Circle
Altamonte Springs, FL 32701

ARTICLE III

Purposes

The specific purposes for which the corporation is organized are:

Section 1.

Working Toward the Future is a non-profit organization consisting of representatives from the Seminole community, the business community, private interest groups, and public officials. This organization will develop and provide programs, human services and serve as a resource to the residents of the Altamonte Springs community and the Greater Seminole community. It will endeavor to foster community involvement and support to meet the new and continuing needs of the community through the organization. This mission will be accomplished through the mobilization and direction of public, private and human resources within the community.

Section 2.

Working Toward the Future is a non-profit organization as describe in the Internal Revenue Tax Code 501 (c) (3) and is exempt from federal tax because it is organized exclusively for charitable or educational purposes and no part of the net earnings inures to the benefit of any private shareholder or individual; no substantial part of its' activities include carrying on propaganda or otherwise attempting to influence legislation; and, it does not participate in or intervene in any political campaign on beha'f of (or in opposition to) any candidate for public office.

ARTICLE IV
Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Section 1.

The Board of Directors shall consist of 10 members whom shall be elected by voting members of Working Toward the Future as defined in Article IV of the By-Laws. Of these Board Members 6 do not have to reside in the Seminole County or be employ of business or institutions which are located in or serve that area.

Section 2.

- (a) Annual meeting of the corporation shall take place during the month of October. At each annual meeting all members of Board shall be elected or re-elected by the community. Ideally, at least two of these members shall be residents of Seminole County and two shall be in the employ of and represent organizations or institutions that are located in the Seminole County.
- (b) All terms of office shall be for two years.
- (c) A Board Member may serve on the Board of Directors as long as they are actively involved with Working Toward the Future.

Section 3.

All adults defined as 18 years of age or older shall be eligible to participate in the election of Working Toward the Future Board of Directors.

- (a) For voting purposes, a voting member is defined as an adult who has paid the required membership fee.
- (b) All ex-officio and present Board members shall be eligible as voting members.

ARTICLE V
Limitation of corporate powers

The corporate powers of this corporation shall be as provided in section 617.0302, Florida Statutes.

ARTICLE VI
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Willy Freites
574 Sabal Palm Circle
Altamonte Springs, FL 32701

ARTICLE VII
Incorporators

Section 1.

The names and the street addresses of the incorporators for these articles of incorporation are:

Americo Perez, Jr	440 East Citrus Street Altamonte Springs, FL 32701
Linda Perez	440 East Citrus Street Altamonte Springs, FL 32701
Willy Freites	574 Sabal Palm Circle Altamonte Springs, FL 32701
Tina Freites	574 Sabal Palm Circle Altamonte Springs, FL 32701
Anthony Freites	8226 Woodworth Drive Orlando, FL 32817
Maritza Guzman	8226 Woodworth Drive Orlando, FL 32817

Section 2.

- (a) Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC 501(c) (3) or corresponding provisions of any subsequent Federal tax laws
- (b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the corporation.
- (c) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC 501 (c) (3)] and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.
- (d) In any taxable year in which the corporation is a private foundation as describe in IRC 509 (a), the corporation shall determine its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in 4941(d) or corresponding provisions of any subsequent Federal tax laws.

Section 3.

- (a) Any member of the Board of Directors may be removed from office for actions deemed inappropriate to the goals and objectives of Working Toward the Future or for continued non-attendance participation. Such action may be taken at any meeting of the Board by affirmative vote of absolute two-thirds of the Directors then in office: provided such Board member shall be given written notice of one regularly scheduled Board meeting in advance of such action and shall be afforded the opportunity to present reasons why such action should not be taken.
- (b) Any vacancy on the Board may be filled by the remaining Directors by appointment at any regular meeting of the Board, subject to the recommendation of the Nominating Committee as provided for in Article XIII Section 7 of the By-Laws. Such appointments shall be for only the remainder of the unexpired term for which the appointment was made.

Section 4.

Membership shall be non-transferable

Section 5.

"In the event of dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof be distributed to the city of Altamonte Springs under section 501 (c) (3) of the Internal Revenue Code of 1986".

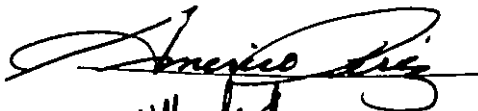
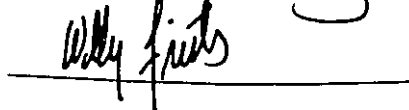
Section 6.

All adults defined as 18 years of age or older shall be eligible to participate in the election of Working Toward the Future Board of Directors.

- (a) For voting purposes, a voting member is defined as an adult who has paid the required membership fee.
- (b) All ex-officio and present Board members shall be eligible as voting members.

The undersigned incorporators have executed these Articles of Incorporation this 1st day of October, 1996.

Signatures of Incorporators:

Americo Perez

Typed name of incorporator signing

WILLY FREITES

Typed name of incorporator signing

Typed name of incorporator signing

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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: Working Toward the Future, Inc.
(must include suffix)

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

Willy Freitas
(Name)

574 Sabal Palm Circle
(Street address - P. O. Box or Mail Drop Box NOT acceptable)

Altamonte Springs, Florida 32701
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

Willy Freitas
(Signature)

10/2/96
(Date)