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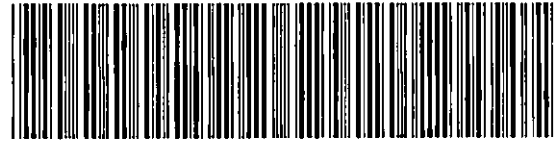
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COLEMAN VAN LUCH CHAMBERLAIN

4001 Tamiami Trail North, Suite 300
Naples, Florida 34103
T: 239 435 3535 | F: 239 435 1218

Writer's Email:
mmagaldi@cyklawfirm.com

January 24, 2023

VIA FEDEX

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Amended and Restated Articles of Incorporation
Southwest Florida Workforce Development Board, Inc., a Florida not-for-profit
corporation
Document Number: N97000002551**

Dear Sir or Madam:

Please find enclosed for filing the Amended and Restated Articles of Incorporation for Southwest Florida Workforce Development Board, Inc., a Florida not-for-profit corporation. Also enclosed please find our firm's check in the amount of \$43.75 to cover the costs of the filing fee and a certificate of status.

Should you have any questions or need any additional information, please do not hesitate to contact me.

Best regards,

Meagan E. Magaldi

Meagan E. Magaldi
For the Firm

Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA
WORKFORCE DEVELOPMENT BOARD, INC.

2023 JAN 27 AM 7:51

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

At a special meeting of the Board of Directors of Southwest Florida Workforce Development Board, Inc. (the "**Corporation**"), the following Amended and Restated Articles of Incorporation (these "**Articles**") were adopted on January 11, 2023, as follows:

ARTICLE I
CORPORATE NAME AND ADDRESS

The name of the Corporation is Southwest Florida Workforce Development Board, Inc., with its principal office located at 6800 Shoppes at Plantation Drive, Suite 170, Fort Myers, FL 33912. The mailing address of the Corporation is the same as the principal office. The Board of Directors may from time to time move the principal office of the Corporation to any other address in Florida.

ARTICLE II
PURPOSE AND NATURE OF CORPORATION

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The Corporation is formed exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended (the "**Internal Revenue Code**"), or the corresponding section of any future federal tax code. The specific purposes of this Corporation shall include the following:

1. To carry out the duties and functions specified required of the Corporation by applicable federal and state law including the following: (i) the Workforce Investment and Opportunity Act (codified as 29 U.S.C. § 3101 et seq.) or applicable successor federal law and (ii) the Workforce Innovation Act of 2000 (codified as Chapter 445, Florida Statutes) or applicable successor Florida law.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

B. The purposes for which Southwest Florida Workforce Development Board, Inc. is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code or any future federal tax code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director of the Corporation or any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

D. 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.

E. In the event of dissolution, the residual assets of this Corporation will be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), or to the federal, state, or local government for exclusively public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

F. Notwithstanding any other provision in 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 any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE III POWERS

The Corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt functions of charitable organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERSHIP

The terms, conditions and qualifications with respect to membership of this Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE V TERM OF EXISTENCE

The Corporation was formed on May 7, 1997 and shall have perpetual existence unless otherwise dissolved in accordance with these Articles or the Corporation's Bylaws.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of a Board of Directors and the business of the Corporation shall be managed under the direction of such Board of Directors, the members of which shall be elected or appointed pursuant to the Bylaws of the Corporation. The number of directors shall be fixed as set forth in the Bylaws, but shall never be less than three (3).

ARTICLE VII
QUORUM

A quorum of the Board of Directors shall consist of one-third (1/3) of the whole number of appointed directors.

ARTICLE VII
OFFICERS

The officers of the Corporation shall be as set forth in the Bylaws, which officers will be elected by the Board of Directors as set forth in the Bylaws of the Corporation.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the registered agent at such address is Gregory L. Urbancic, Esq.

ARTICLE IX
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. Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose in accordance with the Bylaws of the Corporation.

ARTICLE X
AMENDMENTS

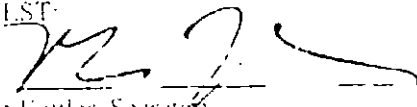
Amendments to these Articles may be proposed by any member of the Board of Directors and approved by an affirmative vote of not less than two-thirds (2/3) of a quorum of the Board of Directors present at a meeting of the Board of Directors duly called for that purpose in accordance with the Bylaws of the Corporation.

{Remainder of page intentionally left blank. Signatures commence on next page.}

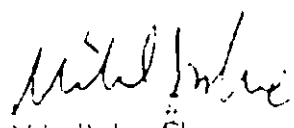
WHEREFORE, at Fort Myers, Florida on this 11th day of January, 2023, the Corporation hereby certifies accordingly, under its corporate seal in the hands of its President so that upon the filing hereof with the Secretary of the State of Florida, the Articles of the Corporation shall be deemed amended and restated. These Articles were adopted by unanimous approval of the Board of Directors of the Corporation (who are also the members of the Corporation) at a special meeting of the Board of Directors.

SOUTHWEST FLORIDA WORKFORCE
DEVELOPMENT BOARD, INC.,
a Florida not-for-profit corporation

ATTEST:


Brent Kentler, Secretary

By


Mike Biskie, Chair

(CORPORATE SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby certify I am familiar with and accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: January 11, 2023

A handwritten signature in black ink, appearing to read 'G. Urbancic', written over a horizontal line.

Gregory L. Urbancic, Registered Agent