

B R U C E B R A S H E A R  
C o u n s e l o r A t L a w

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N98000003994

July 7, 1998

FILED  
98 JUL -8 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002582613-19  
-07/08/98-01026-012  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: FLORIDA CONSTRUCTION EDUCATION COUNCIL, INC.,  
A FLORIDA NONPROFIT CORPORATION

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

Mary Lou Morrow  
Mary Lou Morrow, Legal Assistant  
to Bruce Brashear, Esq.

Enclosures

me 7/9/98

**ARTICLES OF INCORPORATION OF  
FLORIDA CONSTRUCTION EDUCATION COUNCIL, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is Florida Construction Education Council, Inc..

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to operate for the promotion of construction-related education and to promote joint educational projects among contractors and other employers, educators, trade organizations, government and industry organizations and for other charitable purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

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## **ARTICLE FIVE. DIRECTORS AS MEMBERSHIP**

a) **Directors as Membership.** The sole class of membership of this corporation shall be its Directors. The Directors may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

## **ARTICLE SIX. SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

Benjamin G. Scribner, II  
P.O. Box 152107  
Tampa, FL 33684-2107

James Painter  
2425 N.E. 19<sup>th</sup> Drive  
Gainesville, FL 32609

John V. Carlson  
1813 N.W. 13<sup>th</sup> Street  
Gainesville, FL

## **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the corporation is 1813 N.W. 13<sup>th</sup> Street, Gainesville, Florida 32609. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is John V. Carlson, 1813 N.W. 13<sup>th</sup> Street, Gainesville, Florida 32609, Gainesville, Florida.

## **ARTICLE EIGHT. BOARD OF DIRECTORS.**

The number of Directors shall not be less than 3 nor more than 19. The Directors shall be selected by a majority vote of the outgoing board of Directors.

Annual meetings of the board of Directors shall be held prior to April 1st of each year beginning 1998, at the principal office of the corporation or at such other place or places as the board of Directors may designate from time to time.

Directors shall be a member, representative or owner (as the case may be) of one or more of the following types of organizations or professions:

- Associated Builders and Contractors
- Gainesville Builders' Association
- University of Florida
- Santa Fe Community College
- School Board of Alachua County
- National Center for Construction Education and Research
- Gainesville Area Chamber of Commerce
- Labor Unions
- Large Contractors
- Small Contractors
- Contractor Materials Suppliers
- Architecture
- Engineering
- Black on Black Crime Task Force

While Directors should be selected so that as many of the above organizations as possible are represented on the board of Directors, it is specifically not required that each type of organization or profession be represented, nor are multiple Directors from a single category prohibited.

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 of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of Directors are as follows:

<u>Director</u>	<u>Address</u>
Benjamin G. Scribner, II	PO Box 152107 Tampa, FL 33684-2107
James Painter	2425 N.E. 19 <sup>th</sup> Drive Gainesville, FL 32609
John V. Carlson	1813 N.W. 13 <sup>th</sup> Street Gainesville, FL 326098
Scott Robinson	5800 N.W. 39 <sup>th</sup> Ave. Suite 101 Gainesville, FL 32606
Karl Thorne	1216 N.W. 9 <sup>th</sup> Ave Gainesville, FL 32601
Breck Weingart	2500 N.E. 18 <sup>th</sup> Terr. Gainesville, FL 32609
Elsie Allen	1910 N.W. 53 <sup>rd</sup> Ave Gainesville, FL 32653
Dan Boyd	620 E. University Ave. Gainesville, FL 32601
Juddy Carter	2458 N.W. 15 <sup>th</sup> PL Gainesville, FL 32605
Robert Cox	P.O. Box 115703 Gainesville, FL 32611
John Dennard	P.O. Box 197 Gainesville, FL 32602
Larry Ellis	P.O. Box 115250 Gainesville, FL 32611
Fred Hart	3000 N.W. 83 St. I-50-B Gainesville, FL 32611
Skip Ingle	904 S. Main Street Gainesville, FL 32601
Richard Ray	P.O. Box 141104 Gainesville, FL 32614
Saul Rentz	1219 N.W. 10 <sup>th</sup> Ave Gainesville, FL 32601
Lin Shell	P.O. Box 1256 Gainesville, FL 32602

Mary Thompson	P.O. Box 13375 Gainesville, FL 32604
Rosa B. Williams	1621 N.E. Waldo Rd. Gainesville, FL 32601

**Corporate Officers.** The board of Directors shall elect the following officers: chairman, chairman-elect, secretary, treasurer, a first Director at large, a second Director at large 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:

	<u>Office</u>
Benjamin G. Scribner, II	Chairman
James Painter	Chairman-Elect
John V. Carlson	Secretary
Scott Robinson	Treasurer
Karl Thorne	First Director at Large
Breck Weingart	Second Director at Large

## **ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new 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 TEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational purposes 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 ELEVEN. DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to related a nonprofit fund, foundation, or corporation which is organized and

operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws for use in the promotion of construction education.

**ARTICLE TWELVE. DISTRIBUTION OF INCOME  
AND  
PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

**ARTICLE THIRTEEN. AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on \_\_\_\_\_, 1998.

  
BENJAMIN G. SCRIBNER, II

  
JAMES PAINTER

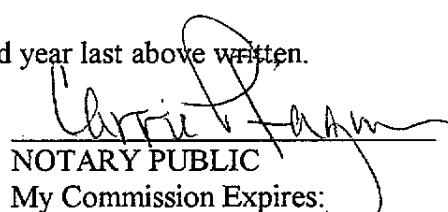
  
JOHN V. CARLSON

STATE OF FLORIDA  
COUNTY OF ALACHUA

On this 5<sup>th</sup> day of June, 1998, personally appeared before me, BENJAMIN G. SCRIBNER, II, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.



Witness my hand and seal the day and year last above written.  
Carrie P. Fagan  
MY COMMISSION # CC807298 EXPIRES  
January 8, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

On this 1<sup>st</sup> day of July, 1998, personally appeared before me, JAMES PAINTER and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



JOHN H. BYRD, JR.  
My Comm Exp. 8/17/99  
Bonded By Service Ins  
No. CC489386

☒ Personally Known

  
NOTARY PUBLIC  
My Commission Expires:



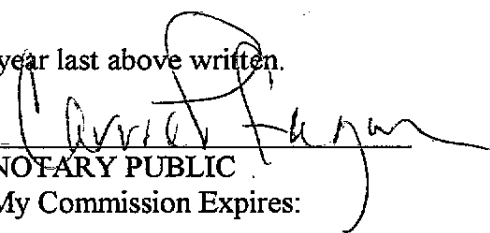
**STATE OF FLORIDA  
COUNTY OF ALACHUA**

On this 8 day of June, 1998, personally appeared before me, JOHN V. CARLSON and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



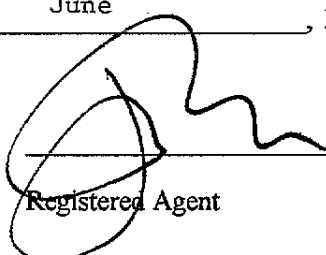
Carrie P. Fagan  
MY COMMISSION # CC607298 EXPIRES  
January 8, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of FLORIDA CONSTRUCTION EDUCATION COUNCIL, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 8 day of June, 1998.

  
\_\_\_\_\_  
Registered Agent

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**TALLAHASSEE, FLORIDA**