

**W. ERIC VENABLE, P.A.**

W. ERIC VENABLE  
ATTORNEY AT LAW

CORPORATE SQUARE,  
SUITE 380  
7402 N. 56TH STREET  
TAMPA, FLORIDA 33617

(813) 985-7122  
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July 10, 1998

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-07/13/98-01020-003  
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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Subject: Florida West Coast Joint Training Association, Inc.**


Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$131.25 from W. Eric Venable, P.A., 7402 N. 56th Street, Suite 380, Tampa, FL 33617, (813) 985-7122.

If you have any questions, please feel free to contact me.

Yours very truly,

**W. ERIC VENABLE, P.A.**



By \_\_\_\_\_  
W. Eric Venable, Esquire

WEV/dsg

Encls: As indicated

cc: Trustees  
Michael Sloan

**FILED**  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

7-15-98  
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**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA WEST COAST JOINT TRAINING ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1979), as amended, and certify as follows:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is **FLORIDA WEST COAST JOINT TRAINING ASSOCIATION, INC.**, and the address of the principal business office is 5619 N. 50th Street, Tampa, Hillsborough County, Florida 33610.

**ARTICLE II**

**PURPOSES**

The purpose of the corporation is

- (a) for the advancement of educational, apprenticeship, training and any other related or corresponding educational or charitable purposes by the distribution of its funds for such purposes;
- (b) to operate and maintain an educational program of study to instruct and train individuals for the purpose of improving or developing their capabilities; and
- (c) to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.
- (d) The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members and the corporation shall make no distributions of income to its members, directors or officers.

### **ARTICLE III**

#### **QUALIFICATIONS OF MEMBERS**

Membership of the corporation shall be open to organizations actively sponsoring students in the **FLORIDA WEST COAST JOINT TRAINING ASSOCIATION, INC.**

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE V**

#### **SUBSCRIBERS**

The name and residences of the subscribers to these Articles are:

Robert R. Coppersmith  
P.O. Box 4478  
Tampa, FL 33677

Larry Brown  
c/o Ironworkers Local 397  
P.O. Box 18  
Mango, FL 33550

Fal Johnson  
4418 Florida National Drive  
Lakeland, FL 33813

Michael Sloan  
c/o Sheet Metal Workers Local 15  
5619 N. 50th Street  
Tampa, FL 33610

## ARTICLE VI

### OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Trustees are:

President:	Robert R. Coppersmith
Vice-President:	Larry Brown
Secretary:	Fal Johnson
Treasurer:	Michael Sloan

Section 3. The officers shall be elected as provided in the By-Laws.

## ARTICLE VII

### BOARD OF TRUSTEES

Section 1. Business affairs of this Corporation shall be managed by a Board of Trustees. This Corporation shall have six (6) Trustees initially. The number of Trustees may be increased or decreased from time to time, by the By-Laws, but shall never be less than three (3).

Section 2. The Board of Trustees shall be the voting members of the Corporation.

Section 3. Members of the Board of Trustees shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as Trustees for the ensuing year, or until the first annual meeting of the Corporation are:

Robert R. Coppersmith  
P.O. Box 4478  
Tampa, FL 33677

Larry Brown  
c/o Ironworkers Local 397  
P.O. Box 18  
Mango, FL 33550

Fal Johnson  
4418 Florida National Drive  
Lakeland, FL 33813

Michael Sloan  
c/o Sheet Metal Workers Local 15  
5619 N. 50th Street

Delores Kelly  
c/o Operating Engineers Local 925  
10201 E. Hillsborough Avenue  
P.O. Box 398  
Mango, FL 33550

Susan Karr  
2515 N. 124th Street, Suite 200  
Brookfield, WI 53005

## **ARTICLE VIII**

### **BYLAWS**

Section 1. The Board of Trustees of this Corporation may provide such By-Laws for the conduct of its business and carrying-out of its purposes as may be necessary from time to time.

Section 2. With proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting for that purpose.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. These Articles of Incorporation may be amended at a special meeting of the Board of Trustees called for that purpose, by a two-thirds vote of those members present.

## **ARTICLE X**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this organization, all of the assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose. None of the assets shall be distributed to any member, officer or trustee of this corporation.

## **ARTICLE XI**

### **MEETINGS**

This corporation shall meet as provided in the By-Laws.

## **ARTICLE XII**

### **INDEMNIFICATION**

Every Trustee and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, at trial and upon appeal, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being a party or in which he may become involved by reason of his being or having been a Trustee or Officer of the corporation, whether or not he is a Trustee or Officer at the time such expenses are incurred, except in such cases wherein the Trustee or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Trustees approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee or Officer may be entitled by law.

## **ARTICLE XIII**

### **REGISTERED AGENT**

Until resignation or replacement, the registered agent of the Corporation, for purposes of process pursuant to Section 617.023, Florida Statutes, shall be Michael Sloan whose address is c/o Sheet Metal Workers Local 15, 5619 N. 50th Street, Tampa, FL

33610. By the execution of these Articles, Michael Sloan accepts the foregoing designation as registered agent.

**IN WITNESS WHEREOF**, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 18<sup>th</sup> day of June, 1998, for purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

Robert R. Coppersmith

[Signature]

Grady L. (Larry) Brown

[Signature]

Fal Johnson

[Signature]

Michael S. Sloan

[Signature]

**STATE OF FLORIDA**

**COUNTY OF** Hillsborough

**BEFORE ME**, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared the above signed, who acknowledged signing the foregoing Articles of Incorporation, as subscribers for the purposes therein seated.

**WITNESS** my hand and official seal in the County and State named above this 18<sup>th</sup> day of June, 1998.

**NOTARY PUBLIC**

[Signature]

(Signature)

Teresa K Cook

(Print Name)

**STATE OF FLORIDA AT LARGE (SEAL)**  
**MY COMMISSION EXPIRES:**  
**COMMISSION NO:**

Ref: Corps\SM15\Articles.Red



TERESA K COOK  
My Commission CC497332  
Expires Nov. 14, 1999

## ACCEPTANCE OF REGISTERED AGENT

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.

  
MICHAEL SLOAN

Date: JUNE 30, 1998

REF: Corps\SM15\Cert.RA

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TALLAHASSEE, FLORIDA