

199000000335
January 4, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002741331--8
-01/14/99--01043--013
****131.25 *****87.50

Subject: The International Center For Ethics and Workforce
Readiness, Incorporated.

Enclosed is an original and two (2) copies of the articles of
incorporation and a check for:

X \$131.25 Filing Fee, Certified Copy & Certificate

From: B. David Brooks, Ph.D.
2433 Thomas Drive #106
Panama City Beach, FL 32408

(805) 682-1411

Federal 501c3 being processed.

BDB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 14 AM 8:51 '99

D. BROWN JAN 20 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 AM 8:57

ARTICLES OF INCORPORATION
OF

The International Center for Ethics and Workforce Readiness

FIRST: The name of this corporation, principal place of business and mailing address shall be:

The International Center for Ethics and Workforce Readiness, Incorporated

Principal place of business: 441 Wahoo Drive
Bay Point
Panama City Beach, FL 32411

Mailing address: 2433 Thomas Drive
Panama City Beach, FL 32407

SECOND: The purpose for which this corporation is formed, with the specific and primary purpose being set forth in paragraph (a) of this Article SECOND, are as follows:

(a) The specific activity in which the corporation is primarily to engage is to provide education and conduct research to promote interest on the part of the general public, researchers, clinicians and educators in the area of Character development, ethics, values, preparation for entrance into the workplace, and other related educational purposes related to the workplace and education in general.. To encourage research and publish materials on this subject, and conduct related charitable, educational and scientific activities.

(b) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(c) To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.

(d) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or otherwise hypothecate or encumber real and personal property.

(e) To borrow money, incur indebtedness, and to secure the repayment of the same mortgage, pledge, deed of trust or other hypothecation of property, both real and personal.

(f) This corporation is organized exclusively for one or more of the purposes as specified in Sections 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 502(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

(g) To carry into effect any one or more of the objects and purposes here in above set forth and to that end to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and, in conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of its said objects or purposes, to exercise any or all of the powers here in above set forth in this Article, and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent or otherwise; provided, however, that this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt, to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities which in themselves are not in furtherance of the charitable purposes set forth in paragraph (a) of the Article SECOND.

The properties of this corporation shall be held in trust for the purposes above set forth, but with full power to sell, exchange, encumber or otherwise dispose of the same, subject to the rights of the creditors of this corporation.

THIRD: The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is Bay County.

FORTH: The number of directors of this corporation shall be three (3). The names and addresses of the persons who are appointed to act initially in the capacity of directors until the selection of their successors are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| B. David Brooks, Ph.D. | 2433 Thomas Drive #106 Panama City Beach, FL 32408 |
| Leigh Ann Carter | 114 Boca Lagoon Dr. Panama City Beach, FL 32407 |
| Rosemarie Whitworth | 2433 Thomas Drive #106 Panama City Beach, FL 32408 |

The number of directors may be fixed or changed from time to time by amendment of the Articles of Incorporation, or by amendment of the Bylaws of this corporation duly adopted by the vote or written assent of the members of the corporation pursuant to the Bylaws. Additional directors shall be nominated by acting directors and elected by a majority vote of current directors.

FIFTH: The persons who are directors of this corporation from time to time shall be its only members and upon ceasing to be a director of this corporation, any such person shall cease to be a member.

The members and directors of this corporation shall have no liability for dues or assessments. In the election of directors each member of this corporation shall be entitled to one vote for each office to be filled.

SIXTH: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of Florida. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and there shall be no distribution by it of gains, profits, or dividends to the members thereof or to any private shareholder or individual and no part of its earnings shall inure otherwise to the benefit of any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes, specifically educational and scientific activities on a nonprofit basis for the benefit of the general public, and no part of the assets of this corporation shall inure to the benefit of any director, officer or member thereof. Upon the dissolution or liquidation of this corporation, its assets remaining after payment of or provision for all of its debts and liabilities shall be distributed to one or more corporations, funds or foundations qualified for exemption from federal income tax under section 501(c)(3) of the Internal Revenue code as now in effect or as subsequently amended whose activities are primarily concerned with education.

SEVENTH: The Articles of Incorporation of this corporation shall not be amended except with the vote or written consent of a majority of its member.

EIGHTH: The name and Florida street address of the initial registered agent are:
Leigh Ann Carter
114 Boca Lagoon Drive
Panama City Beach, FL 32407

NINTH: The name and address of the incorporator to these Articles of Incorporation are:
B. David Brooks, Ph.D.
2433 Thomas Drive #106
Panama City Beach, FL. 32408


Signature/Incorporator

1-4-99
Date

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/Registered Agent

1/13/99
Date