

**CORPORATE
ACCESS,
INC.**

N99000001512

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

3/12/99

2/ CUS

☒ **CERTIFIED COPY**

CUS

☐ **PHOTO COPY**

☒ **FILING**

Profit

1.) **The South Florida Employment
(CORPORATE NAME & DOCUMENT #) And Development Corporation**

2.) **(CORPORATE NAME & DOCUMENT #)**

3.) **(CORPORATE NAME & DOCUMENT #)**

800002801988--5

-03/11/99--01009--028

*******78.75 *****78.75**

4.) **(CORPORATE NAME & DOCUMENT #)**

5.) **(CORPORATE NAME & DOCUMENT #)**

SPECIAL INSTRUCTIONS

**FILED
99 MAR 11 AM 0:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

T. SMITH MAR 11 1999

FILED

99 MAR 11 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SOUTH FLORIDA EMPLOYMENT TRAINING
AND
DEVELOPMENT CORPORATION

The undersigned, as the Incorporator of THE SOUTH FLORIDA EMPLOYMENT TRAINING AND DEVELOPMENT CORPORATION, a Florida not for profit corporation (the Corporation), hereby adopts and files these Articles of Incorporation in accordance with Chapter 617 Florida Statutes.

ARTICLE I

NAME and PRINCIPAL ADDRESS

The name of this corporation shall be The South Florida Employment Training and Development Corporation. The principal address of this corporation shall be Suite 2800, 100 Southeast Second Street, Miami, Florida 33131-2144.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to Chapter 617 Florida Statutes, as a corporation not for profit.

ARTICLE III

PURPOSE

The purposes for which this Corporation are organized are

exclusively charitable, cultural, scientific and educational, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to plan and promote programs, and to develop, construct, operate, and maintain facilities, in the vicinity of the City of Miami, Florida, for the purpose of reducing area unemployment and otherwise enhancing the public welfare of Miami-Dade County, Florida, through the funding and implementation of various activities generally associated with "welfare-to-work." These activities shall include, but not be limited to: identifying and documenting demographic and other statistical data concerning the economic and employment profile of the Haitian and other communities in South Florida; identifying the specific forms of training and assistance needed to lower unemployment among members of the Haitian community; publicizing the capabilities and services of the corporation throughout the County; reducing the proportion of Haitians on welfare in South Florida by at least 15%; connecting area businesses and/or entrepreneurs with newly trained individuals who formerly were on welfare; sponsoring exchanges of speakers and representatives of private industry and/or trade groups; the offering and sponsoring of education programs, seminars, lectures, films, and other forums for education and exchange of business and job development and related information; the undertaking and/or sponsoring of studies and/or research on these issues, and other similar functions for the benefit of business representatives, students, teachers, and researchers from education institutions,

and the general public; the sponsoring of exchange visits between representatives of the business community in Miami-Dade County and Haitian community organizations; and the assembly of statistical profiles pertaining to employment needs in Miami-Dade County, business and job development, and related matters. Toward that end, the Corporation shall be empowered to:

Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;

To contract for the operation or management of any part of facility owned or under its control;

To contract for the operation of concessions on or in the facility or, at the Board of Directors' discretion, operate such concessions as they deem desirable;

To advertise and promote within or without the State as to the facility and activities of the Corporation;

To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;

To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate

source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;

To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;

To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;

Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section

170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code;

Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV

TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is KTG&S
Registered Agent Corporation, Suite 2800 NationsBank Tower, 100
S.E. 2nd Street, Miami, Florida 33131-2144.

ARTICLE VI

QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS:

Board of Directors:

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted, by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be fewer than twelve members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors who are to act in that capacity until

the selection of their successors are: Mohamed Ibrahim, Charles Pierre and Hugo Fajardo: All at 279 Northeast 79th Street; Miami, Florida 33138.

The above individuals shall serve as the initial Board of Directors for a period of 90 days subsequent to the date of incorporation, unless sooner terminated. During that time, a list of permanent members of the Board of Directors shall be prepared, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval. This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two, and three years as identified.

Employment of Staff:

The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 S.E. 2nd Street, 28th Floor, Miami, Florida 33131 and the name of the initial registered agent of this

Corporation at that address is KTG&S Registered Agent Corporation.

ARTICLE IX

BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all Members of this Corporation.

ARTICLE X

AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by any Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation. *

ARTICLE XI

DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII

NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the

business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

ARTICLE XIII

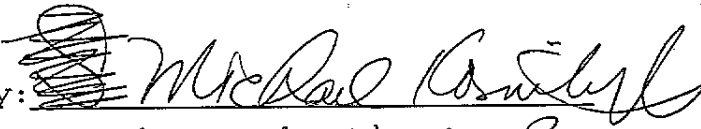
INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section. 617.0831, Florida Statute.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 10 day of March, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 10 day of March, 1999.

KTG&S REGISTERED AGENT CORPORATION

By: 
Michael Kosnitzky Pres.
[Print Name and Office]
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for **THE SOUTH FLORIDA EMPLOYMENT TRAINING AND DEVELOPMENT CORPORATION**, a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, as Registered Agent and on behalf of the Corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: March 10, 1999

REGISTERED AGENT:

KTG&S Registered Agent Corporation

By: Michael Kosnitzky
Michael Kosnitzky, Pres
[Print Name and Office]
Incorporator

FILED
99 MAR 11 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA