

N99000003244

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

April 22, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 22 PM 2:39

FILED

HAND DELIVERY

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Industries Training Corporation

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is an extra copy to be date stamped. Our check for \$70.00 is also enclosed.

Thank you for your assistance.

900002847919--5
-04/22/99-01076-014
*****70.00 *****70.00

Sincerely,

David J. Hull/cv

David J. Hull

/cv
Enclosure

djh\ltr\incorp.sos

RECEIVED
99 APR 22 PM 2:09

af c
4/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 1999

PAMELA JO DAVIS
12425-28TH ST. NORTH
ST. PETERSBURG, FL 33716

SUBJECT: INDUSTRIES TRAINING CORPORATION

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P99000036838) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N99000003244 with the original file date of April 22, 1999.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Sharon L Philman
Document Specialist Supervisor
New Filings Section

Letter number: 099A00028873

FILED

99 APR 22 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INDUSTRIES TRAINING CORPORATION

The undersigned, for the purpose of becoming incorporated under the laws of the State of Florida, Chapter 617, the Florida Not-for-Profit Corporation Act, petitions the Secretary of State for approval of such incorporation under the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be Industries Training Corporation. The Corporation may at its pleasure, by a vote of a majority of the Board of Directors, plus one, change its name.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed except that if they are not filed by the Florida Department of State within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, without limitation, the following purposes:

a. Entering into relationships with tax-exempt, governmental, and for profit entities for the purpose of establishing and operating enterprises which provide jobs, job training, and job experience for offenders, ex-offenders, recipients of welfare and other entitlement programs, and other persons with barriers to employment (the "Target Population");

b. Creating industrial and service job training opportunities for the Target Population by providing job skills training, job placement assistance, employability skills training, and assistance in transition from welfare and other entitlement programs to self-sufficiency;

c. Coordinating and assisting the efforts of entities which own, operate, lease, or manage correctional work programs pursuant to Part II, Chapter 946 of the Florida Statutes, entities which own, operate, lease, or manage Prison Industry Enhancement programs pursuant to Section 1761 of Title 18 of the United States Code and other entities which operate for similar purposes ("Prison

Work Programs") in a manner which will enhance the rehabilitation of the Target Population by the following:

1. Providing unified leadership to related Prison Work Programs,
2. Training, recruiting, and selecting employees to work in the Prison Work Programs environment,
3. Providing data related to Prison Work Programs to the general public,
4. Analyzing data to determine enterprises, people, and locations which will complement Prison Work Programs,
5. Monitoring the payment of obligations of offenders and ex-offenders including taxes, reasonable charges by the state for room and board, family support, and compensation to victims of crime,
6. Monitoring the recommitment rate of the Target Population,
7. Encouraging goodwill and harmony between private enterprises, state and local agencies and the general public to enhance the rehabilitation of the Target Population, and
8. Providing management and other related services to related Prison Work Programs;

d. Acquiring, purchasing, leasing, mortgaging and dealing in all types of property, real and personal, which may be necessary to accomplish the general objectives herein stated, including the leasing or purchasing of facilities, equipment, machinery and any other related items as the Corporation may deem necessary;

e. Soliciting and receiving funds, gifts, endowments, donations, grants, devises and bequests to be used by the Corporation in furtherance of the above purposes.

Section 3.2. Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and

to make payments and distributions in furtherance of the purposes set forth in this Article III. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles; however, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation; described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.3. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the assets to Prison Rehabilitative Industries and Diversified Enterprises, Inc., if it is then in existence and is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and if it is not, then to the State of Florida exclusively for public purposes or to such organizations which, at such time, are qualified as exempt organizations under Section 501(c)(3) and are described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations which are organized and operated exclusively for charitable purposes and are described in Sections 501(c)(3), 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the court shall determine.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

NAME

Pamela Jo Davis

ADDRESS

12425-28th Street North
St. Petersburg, FL 33716

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. The affairs of the Corporation are to be managed by a Board of Trustees, consisting of not less than three persons, including the Chairman of the Board, the President of the Corporation, and such other persons and officers as may be provided in the Bylaws.

Section 5.2. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

Section 5.3. The names and addresses of the persons who are to serve as members of the Board of Trustees until their successors are elected, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Pamela Jo Davis | 12425-28th Street North St. Petersburg, FL 33716 |
| C. H. Ogilvie, Jr. | 400 New York Avenue Winter Park, FL 32789 |
| R. Ray Goode | Ryder System, Inc. 3600 NW 82nd Avenue Miami, FL 33166 |

ARTICLE VI - OFFICERS

The officers of the Corporation shall be a Chairman of the Board of Trustees, a President, and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws of the Corporation.

The officers who will serve until their successors are elected are:

| <u>NAME</u> | <u>POSITION</u> | <u>ADDRESS</u> |
|-----------------|---------------------------|---|
| Pamela Jo Davis | Chairman and President | 12425-28th Street North St. Petersburg, FL 33716 |

ARTICLE VII - ADOPTION AND CHANGE OF BYLAWS

Section 7.1. The Board of Trustees of this Corporation may adopt such Bylaws for the conduct of its business as it may deem necessary.

Section 7.2. Upon proper notice, the Bylaws may be amended or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended or rescinded by approval of a majority of the members of the Board of Trustees.

ARTICLE IX - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 12425-28th Street North, St. Petersburg, FL 33716.

ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation is:

NAME

ADDRESS

Wilbur E. Brewton

225 South Adams Street
Suite 250
Tallahassee, Florida 32301

ARTICLE XI - NON-STOCK CORPORATION AND NO MEMBERS

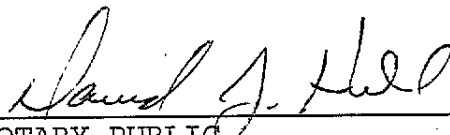
This Corporation is organized under a non-stock basis and shall have no members.

The incorporator has executed these Articles of Incorporation the 22nd day of April, 1999.


Pamela Jo Davis, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING instrument was acknowledged and sworn before me
this 22nd day of April, 1999, by Pamela Jo Davis, of
Industries Training Corporation, who is personally known to me, and
who did take an oath.



NOTARY PUBLIC
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

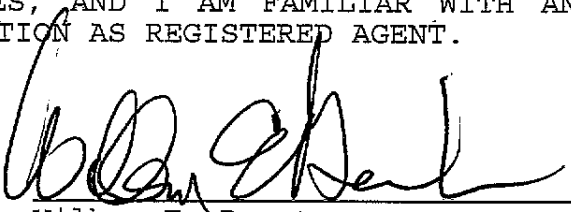
Pursuant to the provisions of Section 617.1507, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent, in the State of Florida.

1. The name of the Corporation is:
Industries Training Corporation
2. The name and address of the registered agent and office is:

Wilbur E. Brewton
225 South Adams Street, Suite 250
Tallahassee, Florida 32301


Pamela Jo Davis, Incorporator

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.


Wilbur E. Brewton

Date: 4-22-99

djh\doc\itc.ar2

FILED
99 APR 22 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA