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## FLORIDA NON-PROFIT CORPORATION

Alliance For Business Leadership In Education, Inc.

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**ARTICLES OF INCORPORATION  
OF  
ALLIANCE FOR BUSINESS LEADERSHIP IN EDUCATION, INC.**

(A Florida Not-For-Profit Corporation)

**THE UNDERSIGNED**, does hereby execute these Articles of Incorporation for the purpose of forming a not-for-profit Corporation pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE I**

Name

The name of the corporation, hereinafter called the "Corporation," shall be:

Alliance for Business Leadership in Education, Inc.

**ARTICLE II**

Existence

The Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III**

Address

The Corporation's principal office and mailing address is 350 S.E. 2<sup>nd</sup> Street, Suite 400, in the City of Ft. Lauderdale, County of Broward, State of Florida.

**ARTICLE IV**

Purpose

1. The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations, as now in effect or as may hereafter be amended (the "Code"), and § 617.0301 of the Act. The purposes for which the Corporation is formed

Patrick M. Whitehead, Esquire (FL Bar # 0120715)  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P. A.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401  
(561) 655-1980

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are as follows:

To promote educational excellence and development within Broward County, Florida, by increasing and deepening business involvement in education;

To identify the workforce development needs of business and design programs in the schools and in the workplace that meet those needs;

To improve the training and educational opportunities of Broward County students and their chances of entering the workforce with the skills needed to succeed in targeted industries; and

To do all things as are incidental or conducive to the attainment of the above purposes.

#### **ARTICLE V** **Limitations and Restrictions**

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, director, officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. The Corporation shall pay no dividends.

2. 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, directly or indirectly, participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

4. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to library, charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code, and none of the assets will be distributed to any member, director or officer of the Corporation or to any other person.

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**ARTICLE VI****Membership**

The Corporation shall have one (1) class of members. The members of the Corporation shall consist of those persons named below and such other persons as shall be appointed to membership in the manner determined by the Bylaws of the Corporation. The directors need not be members of the Corporation.

The Broward Alliance  
Broward County School District  
Broward Community College  
Florida Atlantic University

**ARTICLE VII****Management of the Corporation**

All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitations set forth in these Articles of Incorporation. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than three (3) nor more than forty (40).

**ARTICLE VIII****Initial Registered Office and Agent**

The initial registered office of the Corporation shall be 500 East Broward Blvd., Suite 1400, Ft. Lauderdale, FL 33394, and the registered agent of the Corporation at such office shall be Valdes-Fauli Corporate Services, Inc.

**ARTICLE IX****Incorporator**

The name and street address of the person signing these Articles of Incorporation is:

**Name****Address**

Patrick M. Whitehead

777 S. Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

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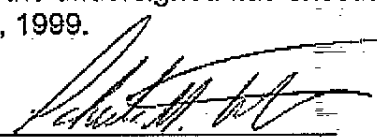
**ARTICLE X**  
**Indemnification**

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE XI**  
**Amendment**

These Articles of Incorporation may be amended in the manner determined by the Bylaws of the Corporation.

**IN WITNESS WHEREOF**, for the purposes of forming this not-for-profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation, this 13 day of October, 1999.

  
\_\_\_\_\_  
Patrick M. Whitehead  
Incorporator

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated the registered agent for Alliance for Business Leadership in Education, Inc., a Florida not-for-profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for the Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

Valdes-Fauli Corporate Services, Inc.

by: Michael V. Mitrione  
Vice-President

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