

BRASHEAR & ASSOCIATES, P.L.
C o u n s e l o r s A t L a w

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December 13, 1999

BRUCE BRASHEAR
THOMPkins W. WHITE
AMY SINELLI

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 612
Tallahassee, FL 32301

800003069148--1
-12/14/99-01043-016
*****78.75 *****78.75

RE: Greater Gainesville Area Association
for Technical Training, Inc.
(Corporation Not for Profit)

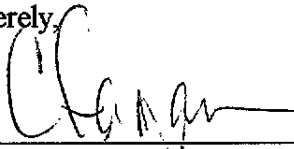
Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

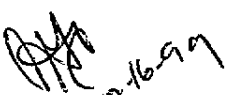
After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,


Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION OF
GREATER GAINESVILLE AREA ASSOCIATION
FOR TECHNICAL TRAINING, INC.
A FLORIDA NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is Greater Gainesville Area Association for Technical Training, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to provide construction related training and assistance to the labor force in achieving their goals through apprenticeship and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. DIRECTORS AS MEMBERSHIP

a) **Directors as Membership.** The sole class of membership of this corporation shall be its Directors. The Directors may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Michael E. McGraw
2606 N.E. 17th Terrace
Gainesville, FL 32609

Jerry M. Painter
2425 N.E. 19th Drive
Gainesville, FL 32609

John E. Gentry
2602 N.W. 156th Avenue
Gainesville, FL 32609

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 2606 N.E. 17th Terrace, Gainesville, Florida 32609. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is John E. Gentry, 2602 N.W. 156th Avenue, Gainesville, Florida 32609, Gainesville, Florida.

ARTICLE EIGHT. BOARD OF DIRECTORS.

The number of Directors shall not be less than 3 nor more than 9. The Directors shall be selected by a majority vote of the outgoing board of Directors.

Annual meetings of the board of Directors shall be held during the first week of April each year beginning 2000, at the principal office of the corporation or at such other place or places as the board of Directors may designate from time to time.

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

Directors shall be represent those constituent groups who sponsor, train or support the training of workers in the construction and maintenance related fields. The names and addresses of such first members of the Board of Directors are as follows:

Michael E. McGraw
2606 N.E. 17th Terrace
Gainesville, FL 32609

Jerry M. Painter
2425 N.E. 19th Drive
Gainesville, FL 32609

John E. Gentry
2602 N.W. 156th Avenue
Gainesville, FL 32609

Brian Leslie
2500 N.E. 18th Terrace
Gainesville, FL 32609

Steve Jazembski
7005 N. W. 41st Place
Gainesville, FL 32606

Corporate Officers. The board of Directors shall elect the following officers: chairman, secretary, treasurer and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Michael E. McGraw	Chairman
Jerry Painter	Secretary
John E. Gentry	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to related nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws for use in the promotion of construction education.

**ARTICLE TWELVE. DISTRIBUTION OF INCOME
AND
PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on December 7, 1999.


MICHAEL E. McGRAW


JERRY M. PAINTER


JOHN E. GENTRY

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 7th day of December, 1999, personally appeared before me, MICHAEL E. McGRAW, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.





NOTARY PUBLIC

My Commission Expires: April 12, 2000

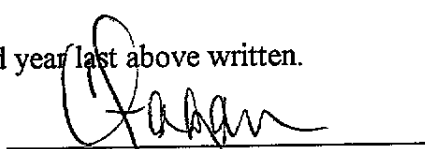
STATE OF FLORIDA
COUNTY OF ALACHUA

On this 13 day of Dec, 1999, personally appeared before me, JERRY M. PAINTER and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Carrie P. Fagan
MY COMMISSION # GC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



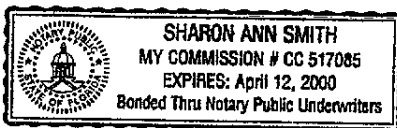
NOTARY PUBLIC

My Commission Expires:

**STATE OF FLORIDA
COUNTY OF ALACHUA**

On this 7th day of December, 1999 personally appeared before me, JOHN E. GENTRY and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Sharon Ann Smith
NOTARY PUBLIC
My Commission Expires:
April 12, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GREATER GAINESVILLE AREA ASSOCIATION FOR TECHNICAL TRAINING, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 7 day of December, 1999.

John E. Gentry
JOHN E. GENTRY
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA