

PO9000017730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

~~W09-7442~~

Office Use Only

*[Handwritten signature]*  
2/25



800143453778

02/13/09--01038--005 \*\*79.75

FILED  
2009 FEB 24 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Employment PREP, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

<input checked="" type="checkbox"/> \$78.75 + \$/00	\$87.50
Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Shelby Walden

Name (Printed or typed)

10917 Berkshire Lane

Address

Jacksonville, Florida 32225

City, State & Zip

(904) 629-2993

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



RECEIVED  
DEPARTMENT OF STATE

09 FEB 24 AM 11:31

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 16, 2009

SHELBY WALDEN  
10917 BERKSHIRE LANE  
JACKSONVILLE, FL 32225

SUBJECT: EMPLOYMENT PREP, INC.  
Ref. Number: W09000007442

We have received your document for EMPLOYMENT PREP, INC. and your check(s) totaling \$79.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II  
New Filing Section

Letter Number: 209A00005457

# ARTICLES OF INCORPORATION

of

**Employment PREP, Inc.**  
(Providing Relevant Education for People)

## ARTICLE I

### NAME

Section 1.1 **Name.** The name of the corporation shall be: Employment PREP, Inc.

## ARTICLE II

### PRINCIPAL OFFICE

Section 2.1 **Office.** (a) The street address of the Corporation's initial principal office is 10917 Berkshire Lane Jacksonville, Florida 32225. The mailing address is Post Office Box 350062 Jacksonville, Florida 32235. The Corporation shall have its registered office in the State of Florida, and may have such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time determine or the business of the Corporation may require.

(b) The registered office may be but need not be identical with the principal office in the State of Florida and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE III

### PURPOSE

Section 3.1 **Purpose.** This corporation is a for profit corporation in compliance with Chapter 607 and/or Chapter 621, Florida Statutes. The specific purposes of this corporation are:

- (a) Provide employability training to military servicemen and qualifying family members who are transitioning to civilian workforce.
- (b) Provide training for individuals seeking to enhance job skills.
- (c) Support high schools and colleges by offering job training and career counseling for students.

2009 FEB 24 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## **ARTICLE IV**

### **SHARES**

Section 4.1     **Shares.** The number of shares of stock is: 1

## **ARTICLE V**

### **INITIAL OFFICERS AND/OR DIRECTORS**

Section 5.1     **Board of Directors.** The affairs of the corporation shall be managed by a Board of Directors. This corporation shall have four (4) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than three Directors. The name and address of the initial Board of Directors of the corporation is:

Shelby Walden, President/ CEO  
10917 Berkshire Lane  
Jacksonville, Florida 32225

Inga Makarenko, Vice President  
13082 Shallowater Road  
Jacksonville, Florida 32258

Cynthia Boyd, Treasurer  
P. O. Box 471244  
Lake Monroe, Florida 32747

Sheryl Rory-Hudson, Secretary  
3248 Fox Squirrel Drive  
Orange Park, Florida 32073

Section 5.2     **Election and Term of Directors.** The Board of Directors shall be self-perpetuating and shall elect new directors at the annual meeting of the Board of Directors. Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal. The term of each director shall be one (1) year, but not to exceed four (4) consecutive terms.

Section 5.3     **Notice of Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board of Directors. Written or printed notice stating the place, day and hour of any special meeting of directors shall be delivered to each director entitled to vote at such meeting, either personally or by telephone not less than one (1) nor more than fifteen (15) days before the date of such special meeting, or by mail, facsimile, or electronic mail, not less than three (3) nor more than fifteen (15) days before the date of such special meeting by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address appearing on records of the Corporation, with first class postage thereon prepaid. If delivered by facsimile or electronic mail, the notice of a meeting shall be deemed to be delivered when

fifteen (15) days before the date of such special meeting, or by mail, facsimile, or electronic mail, not less than three (3) nor more than fifteen (15) days before the date of such special meeting by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address appearing on records of the Corporation, with first class postage thereon prepaid. If delivered by facsimile or electronic mail, the notice of a meeting shall be deemed to be delivered when successfully transmitted to the director at the address appearing on records of the Corporation. A director may waive the notice requirement set forth in this Section 5.04 and shall be deemed to have waived the notice requirement of such director attends the meeting to which the notice requirement has not been satisfied.

**Section 5.4 Meetings.** The Board of Directors shall have an annual meeting in the second (2nd) month following the close of the fiscal year of the Corporation at a time, date and place to be designated by the Board of Directors. Regular meetings of the Board of Directors shall be held on a monthly basis at such time and place designated by the Board of Directors. Special meetings of the Board of Directors may be called from time to time by or at the direction of the President or the Secretary of the Corporation, or by members of the Board of Directors representing twenty-five (25%) or more of the total number of members of the Board of Directors.

**Section 5.5 Telephonic Meetings.** Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board of Director or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**Section 5.6 Action by Written Consent of Directors.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be sign by all of the members of the Board of Directors, and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action is taken.

Section 5.7 **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; if quorum is not obtained, a majority of the directors present may adjourn the meeting from time to time with further notice.

Section 5.8 **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.9 **Removal of Directors.** At any meeting of the Board of Directors, any one or more of the directors may be removed with or without cause by a vote of more than fifty percent (50%) of the total number of the members of the Board of Directors. A successor director may then be elected by the Board of Directors to fill the vacancy thus created. Any director whose removal has been proposed shall be given an opportunity to be heard at this meeting.

Section 5.10 **Resignation.** A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

Section 5.11 **Vacancies.** Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum. A director elected to fill a vacancy shall be for the unexpired term of his predecessor in office.

Section 5.12 **Compensation.** Directors shall not receive any stated compensation for their services as directors, as officers or as members of committees, but can receive reimbursement for expenses and can be engaged to perform other services for the Corporation as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

Section 5.13 **Contracts and Services.** The members of the Board of Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operation of or business conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as

individuals or as trustees of trusts, or as agents for other persons or corporation, or may be personally interested in such transactions; "provided." such acts and activities shall always be motivated by their being in with the best business interest of the corporation, and not in violation of the Articles of Incorporation, state or federal laws.

## **ARTICLE VI**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 6.1 **Committees.** The Board of Directors may establish standing committees from time to time as it deems appropriate, with such powers and responsibilities as determined by the Board of Directors. The Chairman of each committee shall establish reasonable procedures for conducting committee meetings and providing notice to committee members of such meetings. A majority of the members of any committee shall constitute a quorum for the conduct of business. The Chairman of each committee shall ensure that appropriate minutes and records are maintained by the committee. Vacancies in the membership of any committee may be filled by appointment made in the same manner provided in the case of the original appointment.

## **ARTICLE VII**

### **OFFICERS**

Section 7.1 **Officers.** (a) The officers of the Corporation shall consist of a President, a Vice President, Treasurer and a Secretary; and shall be appointed by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. All of the officers of the Corporation must be members of the Board of Directors. The initial officers shall be elected at the first meeting of the Board of Directors. Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

(b) The officers of the Corporation shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified.



Section 7.2     **President.** The President shall preside at all meetings of the Board of Directors. The President shall also be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary, or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.3     **Vice President.** With written consent only, Vice President(s) shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the President, or the President's inability or refusal to act, the Vice President is authorized to perform those duties exercised by the President.

Section 7.4     **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7.5     **Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board of Directors or any of its committees, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 7.6     **Removal.** Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 7.7     **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.8     **Compensation.** Except for the President/CEO, officers shall not receive any stated salary for their services provided however, "by resolution, the Board of Directors may contract for and pay to officers rendering unusual or exceptional services to the Corporation special compensation or expenses appropriate to the value of such services as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Internal Revenue Code. The President/CEO shall receive a salary and other compensation that is reasonable related to the value of the services rendered to the Corporation by the President/CEO as determined by the Board of Directors. In determining the compensation to be paid to the President/CEO, the President/CEO (and any other member of the Board of Directors with a conflict of interest) shall not be involved in the decision-making process of the Board of Directors and shall recuse him/her from the decision-making process. In making its determination, the Board of Directors will obtain and rely upon information indicating that the proposed compensation is comparable to the compensation earned by employees in similar positions in similar organizations. Furthermore, in making its determination, the Board of Directors shall document the reason for its decision in a written memorandum of the Board of Directors. This written memorandum shall contain at minimum the following: the terms of the compensation package approved; the names of board or committee members who were present during discussion of the package and the names of those who ultimately voted; summary of comparability data that were used and how the data was obtained; and a statement of the actions taken by members of the Board of Directors who may have had a conflict of interest in the transaction.

## **ARTICLE VIII**

### **CHECKS, DEPOSITS, LOANS AND GIFTS**

Section 8.1     **Checks.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President of the Corporation. All checks should have two signatures.

Section 8.2     **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.3     **Loans.** No loans shall be contracted on behalf of the corporation; and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by resolution of the Board of Directors.

Section 8.4     **Gifts, Hospitality and Entertainment.** (a) A conflict of interest may arise when tangible or intangible gifts are exchanged. Under extenuating circumstances, gift(s) may be given to clients and or business associates (refer to gift policy). "Client/associate gifts for corporate reimbursement must have been incurred in the performance of duties and responsibilities as agents and representatives of the corporation; not to exceed the value of fifty (\$50) dollars within a sixth (6th) month period for same client and/or associate and must be first approved by the Board of Directors.

(b) The Board of Directors may accept or provide hospitality or entertainment from existing or prospective client(s) and/or associate(s) provided there is no real or apparent conflict; or appearance of impropriety and is done in furtherance of the mission, goals and objectives of the corporation.

(c) Board of Directors must not give or receive gifts of money to or from existing or prospective client(s) and/or associate(s), unless given as part of the Corporation's approved client/associate satisfaction program, in which case, such gift(s) must comply with all program restrictions.

(d) The Board of Directors shall not be reimbursed for services provided within the scope of their duties as officers of the corporation.

## **ARTICLE IX**

### **AMENDMENTS**

Section 9.1     **Amendments/Modification of Articles of Incorporation.** The Articles of Incorporation of the Corporation may be amended from time to time by the Board of Directors of the Corporation in accordance with the Articles of Incorporation. The Board of Directors at any special meeting duly called for that purpose or at any regular meeting, provided that a statement of the nature of

the proposed amendment is included in the notice of the meeting. An amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by Board of Directors present.

## ARTICLE X

### REGISTERED AGENT

Section 10.1 **Registered Agent.** The street address of the initial registered office of this corporation is **10917 Berkshire Lane Jacksonville, Florida 32225** and the name of the initial registered agent of that address is **Shelby Walden**.

## ARTICLE XI

### INCORPORATOR

Section 11.1 **Incorporator.** The name and address of the Incorporator signing these articles is:

Shelby Walden  
10917 Berkshire Lane  
Jacksonville, FL 32225

\*\*\*\*\*

\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Shelby Walden  
Signature/Registered Agent

2/12/09  
Date

Shelby Walden  
Acceptance of designation

2/12/09  
Date

Shelby Walden  
Signature/Incorporator

2/12/09  
Date

2009 FEB 24 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED