

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
PASCO-HERNANDO WORKFORCE BOARD, INC.**

Pursuant to the provisions of Sections 617.1007 and 617.1001 of the Florida Not For Profit Corporation Act, the undersigned Corporation, under Articles of Incorporation filed on June 13, 1996 and amended on October 28, 1999, pursuant to a resolution duly adopted by its Board of Directors, hereby amends its Articles of Incorporation and further restates the same as follows:

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be **PASCO-HERNANDO WORKFORCE BOARD, INC.**, at 3185 Premier Drive, Brooksville, Florida 34604.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. More specifically, the Corporation is organized for the purpose of promoting and enhancing the productive education and employment of individuals residing in Pasco and Hernando Counties.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

- 3.01** 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.
- 3.02** Activities. 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 or in opposition to any candidate for public office.

3.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation and after arrangements for the payment of all liabilities, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

The Corporation shall have no voting members.

ARTICLE 7: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The members of the Board serving at time of adoption of this amendment and restatement shall continue to serve in accordance with their terms of office as established by the bylaws from time to time. The Board of Directors may be increased or decreased as provided in the bylaws, but in no case shall the number of directors be less than three.

ARTICLE 8: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

The officers or directors of the Corporation may accept on its behalf any contribution, gift or devise consistent with the general purposes of the Corporation. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2.

**ARTICLE 9: DEFENSE AND
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Corporation shall be as adopted by the Board of Directors from time to time.

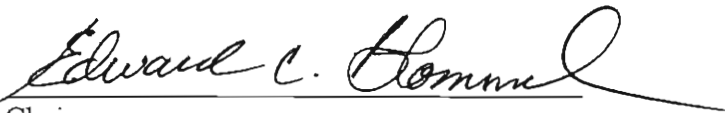
ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be adopted by a two-thirds (2/3) vote of directors at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

The foregoing restated Articles of Incorporation restate, integrate and amend in accordance with Sections 617.1007 and 617.1001 the provisions of the Corporation's Articles of Incorporation as theretofore amended, and with the exception of new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Articles of Incorporation.

DATED this 18th day of February, 2010.

PASCO-HERNANDO WORKFORCE BOARD, INC., a not-for-profit corporation


By: 
Chair

AMENDED AND RESTATED ARTICLES OF INCORPORATION
PASCO-HERNANDO WORKFORCE BOARD, INC.

There were no members or members entitled to vote on the amendment(s). The amendment(s) were adopted by the Board of Directors.

DATED this 18th day of February, 2010.

PASCO-HERNANDO WORKFORCE BOARD, INC.,
a not-for-profit corporation

By: 
Chair

Edward C. Blommel
Typed or Printed Name of Chair