

**BYLAWS OF
CAREERSOURCE FLORIDA, INC.
AS AMENDED DECEMBER 11, 2024**

**ARTICLE I
NAME, INCORPORATION,
TAX EXEMPT STATUS,
PURPOSES AND POWERS**

Section 1.1. Name. The name of this Corporation shall be CareerSource Florida, Inc., and shall from time to time be referred to as “**CAREERSOURCE FLORIDA.**”

Section 1.2. Incorporation. The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida.

Section 1.3. Tax Exempt Status. The Corporation is an organization which is exempt from federal income taxation under Code Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

Section 1.4. Mission and Purposes. The primary mission and purposes for which this Corporation is formed are:

- A. To act as the principal workforce policy organization for the State of Florida.
- B. To design and implement strategies that help Floridians enter, remain in and advance in the workplace, becoming more highly skilled and successful, benefiting these Floridians, Florida businesses and the entire state, and to foster the development of the state’s business climate.
- C. To assess, on an ongoing basis, Florida’s workforce competitiveness as measured against other locations, to identify and regularly reevaluate Florida’s workforce development strengths and weaknesses, and to incorporate such information into the strategic planning process of this Corporation.
- D. To incorporate the needs of small and minority businesses into the workforce development responsibilities assigned to the organization.
- E. To establish comprehensive policy related to the education and training of target populations to ensure the effective use of federal, state, local, and private resources in reducing the need for public assistance.
- F. To identify barriers to coordination and alignment among workforce related

programs and activities and develop solutions to remove such barriers.

G. To guide workforce education and training programs by informing the public of the credentials that have value in the current or future job market.

H. Notwithstanding anything to the contrary, this Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Section 1.5. Powers. The Corporation shall have and exercise all rights and powers that may be stated in its Articles of Incorporation, Bylaws, and as permitted by the laws of the State of Florida for not-for-profit corporations, including, but not limited to, the power to do all acts necessary or proper for the administration of its affairs and the attainment of its purposes, provided, however, that when dealing directly with the State of Florida, the exercise of these rights and powers by the Corporation shall not be inconsistent with the provisions of Public Law 113-128, the Workforce Innovation and Opportunity Act of 2014 (WIOA), Section 445.004(5), Florida Statutes and amendments thereto.

ARTICLE II OFFICES

Section 2.1. Principal Office. The principal office of this Corporation in the State of Florida shall be located in Leon County.

Section 2.2. Other Offices. The Corporation may establish additional offices as the Board of Directors may from time to time determine.

ARTICLE III LIMITATIONS OF METHODS

Section 3.1. Limitation of Methods. The Corporation shall be non-partisan, non-sectional and non-sectarian and shall take no part or lend its influence or facilities to the nomination, election, or appointment of any candidate for public office.

ARTICLE IV DIRECTORS

Section 4.1. Function. The Board of Directors shall serve as the state workforce development board as identified in WIOA section 101. The Board of Directors is vested with the management of the business and affairs of the Corporation, and all corporate powers shall be exercised by or under the authority of the Board subject to law, the Articles of Incorporation and these Bylaws established by the Governor, and, when dealing directly with the State of Florida, the provisions of Section 445.004, Florida Statutes.

Section 4.2. Structure of the Board. The structure and composition of the Board of Directors must be consistent with WIOA Section 101 and Section 445.004(3), Florida Statutes.

The Board of Directors shall consist of appointed members and statutorily designated members. The number of members of the Board of Directors shall be determined by the Governor, who shall consider the importance of minority, gender, and geographic representation in making appointments to the state board. Membership must represent diverse geographic areas of the state, including urban, rural, and suburban areas.

A majority of the membership of the Board must be representatives of businesses or organizations in the state who:

- (A) Are the owner or chief executive officer for the business or organization, or an executive with the business or organization with optimum policymaking or hiring authority;
- (B) Represent businesses, or organizations that represent businesses that, at a minimum, provide employment and training opportunities that include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the state;
- (C) Are appointed from a list of potential members nominated by state business organizations and business trade associations;
- (D) At a minimum, include one member representing small business as defined by the U.S. Small Business Administration;

Not less than 20 percent who are representatives of the workforce within the State, which:

- (A) Must include two or more representatives of labor organizations nominated by state labor federations;
- (B) Must include one representative who must be a member of a labor organization or training director from a joint labor-management registered apprenticeship program, or, if no such joint program exists in the state, a member of a labor organization or training director who is a representative of a registered apprenticeship program;
- (C) May include one or more representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive, integrated employment for individuals with disabilities; and
- (D) May include one or more representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth.

The balance of the members:

- (A) Must include representatives of the government including:
 - a. The lead state officials with primary responsibility for the following core programs and partner agencies —
 - i. The adult, dislocated worker, and youth programs authorized under title I of WIOA and the Wagner-Peyser Act;
 - ii. The Adult Education and Family Literacy Act (AEFLA) program authorized under Title II of WIOA;
 - iii. The State Vocational Rehabilitation (VR) program authorized under the Rehabilitation Act of 1973, as amended by Title IV of WIOA;
 - iv. The State Department of Education Division of Blind

Services;

- v. The State Department of Children and Families; and
- vi. Other entities representing programs identified in WIOA as determined necessary.

- b. Two or more chief elected officials (collectively representing both cities and counties, where appropriate).

(B) Must include the Secretary of Commerce or his or her designee.

(C) May include other appropriate representatives and officials designated by the Governor, such as, but not limited to, state agency officials responsible for one-stop partner programs, economic development or juvenile justice programs in the state, individuals who represent an Indian tribe or tribal organization as defined in WIOA Sec. 166(b), and state agency officials responsible for education programs in the state, including chief executive officers of community colleges and other institutions of higher education.

No fewer than one-half of the appointments to the Board must be representatives of small businesses and at least five members must have economic development experience.

Section 4.3. Term of Office-Appointed Directors. Directors, or members of the board, appointed by the Governor may serve no more than two terms and must be appointed for three-year terms. When a board member is appointed to fill a vacancy due to the departure of a board member before the end of a three-year term, the appointee shall be appointed to serve only the remainder of that term, after which the replacement may be appointed for one more three-year term. All members of the Board of Directors shall serve at the pleasure of the Governor.

Section 4.4. Appointment and Term. The commencement and termination of the terms of the appointed directors shall coincide with the fiscal year of the Corporation.

Section 4.5. Vacancies. When a member of the Board of Directors resigns or otherwise ceases to be a member of the board, CareerSource Florida will notify the Governor's appointments office in writing of the name of the member who has left the board, the area of representation filled by the individual on the board,

such as small business, labor organization, chief elected official, etc., and the dates of the term for which the individual was appointed to serve. CareerSource Florida also will notify the Governor's appointments office when a board member's current term expires for consideration of reappointment or replacement.

Board members shall be appointed from nominations received by the Governor including, but not limited to, those appointed by the President of the Senate and Speaker of the House of Representatives. A vacancy on the Board of Directors shall be filled for the remainder of the unexpired term pursuant to Section 4.3.

Section 4.6.

Removals. Appointed members of the Board of Directors may be removed for cause by the Governor. An appointed director's absence from three (3) consecutive regular Board of Directors meetings may result in removal of the appointed director from the Board at the discretion of the Chair. If a statutorily designated director misses three (3) consecutive regular Board of Directors meetings, such Board member shall receive a letter from the Chair advising of the provision.

Section 4.7.

Meetings. The Board of Directors shall meet at a place provided for by administration of the Corporation, or by resolution of the Board. The Board of Directors shall hold the following types of meetings:

- A. Regular Meetings. Regular meetings of the Board shall be held on a quarterly basis each year.
- B. Special Meetings. Special meetings of the Board may be called by the Chair of the Board.
- C. Both regular and special meetings as well as committees, subcommittees and other subdivisions may be held in person or use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications, provided that the public is given proper notice of the telecommunications meeting and is given reasonable access to observe and, when appropriate, participate.

Section 4.8.

Quorum and Voting. A majority of the total current membership of the Board of Directors shall constitute a quorum for a meeting of the Board of Directors. A majority of those voting is required to organize and conduct the business of

the Board, except that a majority of the entire Board of Directors is required to adopt or amend the Bylaws.

Section 4.9. Notice of Meetings. Written notice shall be provided stating the place, the day and hour of the meeting, and the purpose or purposes of the meeting shall be stated in the notice. The notice shall comply with any and all notice and procedural requirements of Florida's Government-in-the-Sunshine Law and shall be delivered personally by electronic mail to each member entitled to vote at such meeting, not less than seven (7) nor more than 45 days prior to the date of such meeting, by or at the request of the Chair of the Board of Directors or the President if the Board of Directors is calling the meeting. In case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4.10. Compensation. Members of the Board of Directors shall serve without compensation, but members, the President, and staff may be reimbursed for all reasonable, necessary, and actual expenses, as provided by section 112.061, Florida Statutes.

Section 4.11. Powers. Except as otherwise provided in the Articles of Incorporation, governing federal or state law, or by the Governor, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, designate by resolution.

Section 4.12. Indemnification of Officers and Directors. To the extent permitted by and in accordance with the provisions of Florida law, the Corporation may indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter been a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection

with any claim or liability arising out of his/her own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this Section shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section 4.13. Duties. In addition to all customary duties to be carried out by the Board of Directors, as set forth herein and as provided by law, the duties of the Board of Directors of this Corporation shall include:

- A. Annually establishing, reviewing, and/or amending performance goals for the Corporation designed to fulfill the mission of the Corporation to create more high-quality jobs and develop a higher quality of life for all Floridians.
- B. Assisting in the coordination of the State of Florida's workforce development efforts.
- C. The Board of Directors of CareerSource Florida, Inc., and its officers shall be responsible for the prudent use of all public and private funds and shall ensure that the use of these funds is in accordance with all applicable laws, Bylaws, or contractual requirements.
- D. In the performance of its functions and duties, the Board of Directors may establish and implement policies, strategies and programs for CareerSource Florida, Inc. These policies, strategies, and programs shall promote workforce development, which shall lead to more and better jobs with higher wages for all geographic regions and communities of the state, including rural and urban-core areas, and for all residents.
- E. Except as delegated or authorized by the Board of Directors, individual members have no authority to control or direct the operations of CareerSource Florida, Inc., or the actions of its officers and employees, including the President.

Section 4.14. Public Disclosure. Each Director of the Corporation who is not otherwise required to file financial disclosure pursuant to Section 8, Article II of the State of Florida Constitution, or section 112.3144, Florida Statutes shall file

disclosure of financial interests pursuant to section 112.3145, Florida Statutes.

Section 4.15.

Chair of the Board. The Chair of the Board shall be a board member selected by the Governor from the business representatives described in Public Law 113-128 Section 107(b)(1)(C). The Chair shall exercise general supervision and control over all activities of the Corporation and shall preside over all meetings of directors. The Chair may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws, by resolution, or by law to some other officer as may be prescribed by the Directors. The Chair may select a Vice Chair from among the members of the Board of Directors who will assist the Chair as needed and may preside over meetings of directors in the Chair's absence.

Section 4.16.

Permanent Designees. Those board members who are statutorily designated members of the Board pursuant to WIOA Section 101 may, at the board member's discretion, appoint a proxy or permanent designee to serve on the Board in the board member's absence, subject to the Board's acceptance of the designee by regular vote. The board member shall retain the right to attend and vote at any and all regular meetings, but the permanent designee, once accepted by the Board, may, in the board member's absence, attend and vote at any and all meetings and such attendance and vote shall be as if the board member attended and voted himself/herself for all Bylaw attendance and voting requirements, including, but not limited to, establishing a board quorum. If the alternative designee is a business representative, he or she must have policymaking and hiring authority within the organization the designee represents.

ARTICLE V OFFICERS

Section 5.1.

Appointed Officers. The Officers of the Corporation shall consist of a President, a Secretary and a Treasurer, designated by the Board. The Board of Directors or the President also may appoint such other Officers as the Board may deem

appropriate.

Section 5.2.

Duties. The Officers of the Corporation shall have the following duties:

A. President. The President of the Corporation shall be hired by the Board of Directors and shall serve at the pleasure of the Governor in the capacity of an Executive Director and Secretary of the Corporation. The Chair of the Board of Directors shall establish and adjust the compensation of the President. The President is the chief administrative and operational officer of the Board of Directors and of CareerSource Florida, Inc., and shall direct and supervise the administrative affairs of the Board of Directors and any other boards of CareerSource Florida, Inc. The Board of Directors may delegate to its President those powers and responsibilities it deems appropriate, except for the appointment of a President. The President shall have authority to hire and terminate all employees and to determine their compensation within approved budget limitations. The President shall have overall responsibility for the development, planning and implementation of the workforce development program for the Corporation in accordance with policies established by the Board of Directors. The President shall establish staff policies, participate in the preparation of annual budgets, engage the services of outside professionals, and otherwise attend to the day-to-day operation of the Corporation and carry out the instructions of the Board of Directors. The President may also be designated by the Board of Directors as the Secretary of the Corporation. The President shall keep a record of the proceedings of the Board of Directors and is the custodian of all books, documents, and papers filed with the Board of Directors, the minutes of the Board of Directors, and the official seal of CareerSource Florida, Inc. The President shall be under a signed employment contract with the Corporation and shall be a salaried employee of the Corporation.

B. Secretary. The Secretary shall see that all notes are duly given in accordance with these Bylaws or as required by law; keep a membership register containing the names and addresses of all directors of the Corporation, and with respect to any membership which has been terminated, will record that fact together with the date of termination; exhibit to any director of the Corporation, or to his/her agent, or to any

person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the membership register, the minutes or recordings of any meeting, and the other records of the Corporation.

C. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and 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 by the Board of Directors; and in general perform all duties incidental to the Office of Treasurer and such other duties as may from time to time be assigned to him/her by the Chair or by the Board of Directors. The President will establish the process for selecting and hiring the Chief Financial Officer and other officers of the organization.

Section 5.3. Removal. Any officer or agent appointed by the Governor or the Board of Directors may be removed by the Governor or the Board of Directors for cause or whenever, in its judgment, the best interests of the Corporation will be served by that removal. For cause includes, but is not limited to, engaging in fraud or other criminal acts, incapacity, unfitness, neglect of duty, official incompetence and irresponsibility, misfeasance, malfeasance, nonfeasance, gross mismanagement, waste, or lack of performance.

Section 5.4. Compensation. All compensation paid shall comply with all applicable federal and state law.

ARTICLE VI COUNCILS

Section 6.1. Standing Councils. The Chair may appoint councils or committees to fulfill its responsibilities, to comply with federal or state requirements, or to obtain technical assistance, and may incorporate members of local workforce development boards into its structure. The Chair of CareerSource Florida shall determine the number of members to serve on each council unless defined by federal or state requirements. Each council shall be composed of individuals

appointed by the Chair of CareerSource Florida from the membership of the Board of Directors and may also include individuals from outside CareerSource Florida who possess relevant experience or expertise in the subject area of the council. Unless defined by federal or state requirements, a majority of the membership of each council must be members of the Board of Directors of CareerSource Florida. The Chair of CareerSource Florida shall name a Chair and Vice Chair for each council from among the members of the council who are also members of the Board of Directors. Each council may meet at the call of its Chair or at the direction of the Board of Directors of CareerSource Florida.

Section 6.2. Executive Committee. The Executive Committee, if established, shall consist of the Chair and at least six additional board members, one of whom must be a representative of organized labor, selected by the Chair. At the discretion of the Chair, a representative of the organization of local workforce development board chairs selected by the Chair may serve on the Executive Committee, such position being non-voting but counting towards quorum. The Executive Committee and the President shall have such authority as the Board of Directors delegates to it, except that the Board may not delegate the authority to take action that requires approval by a majority of the entire Board of Directors.

Section 6.3. Special Committees. Special committees and councils may be chartered and established by resolution of the Board of Directors. The scope and function, including any budget allocation, shall be set forth in the resolution. Any special committee chartered by resolution of the Board of Directors may be dissolved at the recommendation of the committee chair and the discretion of the Board upon completion or conclusion of its duties as chartered.

Section 6.4. Compensation. Members of standing committees, executive committees, working groups, task forces, or similar organizations created by this Corporation shall serve without compensation, but may be reimbursed for reasonable, necessary, and actual expenses, pursuant to section 112.061, Florida Statutes.

ARTICLE VII OPERATIONS

Section 7.1. Fiscal Year. The Corporation's fiscal year shall be July 1 through June 30.

Section 7.2. Execution of Documents. The President of CareerSource Florida shall have the authority to enter into contracts as the Board may approve, or as approved by the Board through the enactment of policies pertaining to matters of procurement and program delivery.

Section 7.3. Books and Records. The Corporation shall keep correct and complete records of accounts and shall keep recordings of and minutes on the proceedings of the Board of Directors. The Corporation shall keep at its principal place of business a membership register giving the names, addresses and other details of each member of the Board of Directors, and the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation. Pursuant to section 445.004(5)(g), Florida Statutes, the Corporation shall archive its records with the Bureau of Archives and Records Management of the Division of Library and Information Services of the Department of State.

Section 7.4. Inspection of Books and Records. Pursuant to Chapter 119, Florida Statutes and Chapter 286, Florida Statutes, all books and records of the Corporation, except records designated as confidential, may be inspected by any person or his agent or attorney, for any purpose at any reasonable time upon request. The request shall be submitted to the President, who shall designate the time and place for such inspection.

Section 7.5. Contracts. The Corporation shall have the authority to contract with public and private entities as necessary to further the directives of the Corporation. All contracts executed by the Corporation must include specific performance expectations and deliverables, pursuant to section 445.004(5)(c), Florida Statutes.

Section 7.6. Budget. The Board of Directors of this Corporation shall adopt for each fiscal year an operating budget for the organization that specifies the intended uses of the state's operating investment. A budget shall be prepared annually prior to the commencement of the fiscal year. The President shall be responsible for preparation and submission of a preliminary annual budget for consideration by the Board, which will be presented for approval to the Board of Directors. In addition, the allocation and expenditure of the funds of the Corporation shall be governed by the budget previously approved for the current fiscal year. The budget may be amended by the Board of Directors as required to maintain the

financial integrity of the Corporation.

Section 7.7.

Financial Contributions. The Board of Directors may accept on behalf of the Corporation any contribution or bequest for the general and special purposes of this Corporation. The Board of Directors may, on behalf of the Corporation, accept donations of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income thereof and devote the principal or income of such donations to such purposes within the scope of the activities of the Corporation as the Board of Directors may determine. The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of his/her donation to such particular purpose as the donor may designate, provided that such purpose is duly approved or ratified by resolution of the Board of Directors; and after such agreement, the principal or income of that particular donation shall be devoted in accordance with such agreement for the time specified therein.

Section 7.8.

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

Section 7.9.

Annual Report. By December 1 of each year, the state board, in consultation with the Department of Commerce, shall submit to the Governor, the President of the Senate, the Speaker of the House of Representatives, the Senate Minority Leader, and the House Minority Leader a complete and detailed annual report setting forth:

- 1) All audits and investigations,
- 2) The operations and accomplishments of the state board,
- 3) The number of mandatory partners located within one stop centers, and
- 4) The progress on implementing solutions to address barriers to coordination and alignment among programs and activities.

**ARTICLE VIII
AMENDMENT**

Section 8.1.

Amendment. Subject to the limitations of the Articles of Incorporation, these

Bylaws, and Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, the Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by a resolution of a majority of the Board of Directors.

ARTICLE IX PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 9.1. Prohibition Against Sharing in Corporate Earnings. No member, director, officer, employee, or member of a committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or termination of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed within the intentment of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may be amended.

ARTICLE X EXEMPT ACTIVITIES

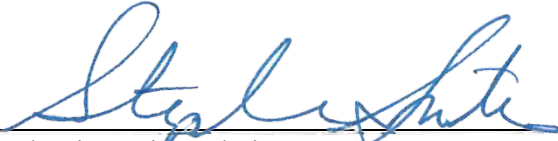
Section 10.1. Exempt Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, no member, director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of

1986, as amended, and its regulations as they now exist or as they may be amended.

**ARTICLE XI
DISSOLUTION OF CORPORATION**


Section 11.1. Dissolution. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed to the State of Florida within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

I HEREBY CERTIFY that these amended Bylaws have been approved by the Board of Directors on this *11th* day of *December 2024*.



Stephanie Smith, Chair
CareerSource Florida, Inc.

I HEREBY CERTIFY that these amended Bylaws are a true and correct copy of the current Bylaws of CareerSource Florida, Inc.



Adrienne Johnston, Secretary
CareerSource Florida, Inc.