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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**South Florida Interactive Marketing Association Inc.**

Certificate of Status	1
Certified Copy	0
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*g/s/11*

ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

South Florida Interactive Marketing Association Inc.

ARTICLE II PRINCIPAL

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

South Florida Interactive Marketing Association Inc.  
4630 N.W. 7th Place  
Deerfield Beach, FL 33442

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

The purpose for which the corporation is organized is to provide a forum for interactive marketing practitioners, to share ideas and information among themselves and the professional, business, and educational communities, in order to help define and develop the interactive marketing industry and disciplines.

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

Prepared By:  
Bruce B. Hubbard  
77 East John St.  
Hicksville, New York 11801  
1-516-935-3940

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The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c)(6) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law. The Corporation shall have no power to:

- a. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- b. Serve a private interest other than one that is clearly incidental to an overriding public interest.
- c. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- d. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- e. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- f. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(6) to be used to accomplish the general purposes for which the Corporation was organized.
- g. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
- h. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

#### ARTICLE IV

##### **Manner of election of directors**

The manner in which the directors are elected or appointed is as follows:

**The Method of election of directors are to be stated in the bylaws.**

ARTICLES V

Initial Directors/Officers

The names and street addresses of the Directors/Officers: (OPTIONAL)

**Sheryl Gatto - 4630 N.W. 7th Place, Deerfield Beach, FL 33442 - Director/President**

**Kathleen Kely Stockham - 2200 Old Germantown Road, Delray Beach, FL 33445 - Director/Vice President**

**Jayson Dubin - 6600 W. Rogers Cir. Suite #9, Boca Raton, FL 33487 - Director**

**Michael Dell'Arciprete - 14001 NW 4th Street, Suarise, FL 33325 - Director/Treasurer**

ARTICLES VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

**Sheryl Gatto  
4630 N.W. 7th Place  
Deerfield Beach, FL 33442**

ARTICLES VII

Incorporators

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

**Sheryl Gatto  
4630 N.W. 7th Place  
Deerfield Beach, FL 33442**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

31st day of July 2003.

  
SIGNATURE

Sheryl Gatto  
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: South Florida Interactive Marketing Association Inc.

2. The name and address of the registered agent and office is:

Sheryl Gatto

Name

4630 N.W. 7th Place

(P.O. Box or Mail Drop Box NOT Acceptable)

Deerfield Beach, FL 33442

(City / State / Zip)

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.*

*Sheryl A Gatto*

Sheryl Gatto  
Signature

July 31, 2003

(Date)