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FROM HILL WARD HENDERSON

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NAME: SOCIETY FOR SOCIAL MARKETING, INC.

AUDIT NUMBER.....H98000002402

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION
OF
SOCIETY FOR SOCIAL MARKETING, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be: SOCIETY FOR SOCIAL MARKETING, INC.

The mailing address of this corporation shall be 3500 East Fletcher Avenue, Suite 519, Tampa, Florida 33613, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, objects, and purposes for which this corporation is exclusively organized and operated for are advancing the practice of the ethical and science-based application of marketing principles and techniques to expand opportunities, and increase motivation, for population groups to change behaviors that benefit both the individual and society. This corporation shall receive and maintain funds of real and/or personal property, and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, religious, scientific, or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one

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or more of its purposes), and no trustee, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements in connection with) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations promulgated thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the corporation will be distributed to one or more organizations each of which itself is exempt as an organization described in Section 501(c)(3) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to which contributions are deductible under Section 170(c)(2) of the Code, or to the Federal, state, or local government exclusively for public purposes.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements, and effect of Section 501(c)(3) of the Code, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(c) This 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 Code, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons, over eighteen (18) years of age or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Incorporator

The name and address of the incorporator to these Articles of Incorporation is James Lindcnberger at 3500 East Fletcher Avenue, Suite 519, Tampa, Florida 33613.

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be appointed as provided in the bylaws of the corporation. The officers thus to be elected shall be a president, a vice president, a historian/secretary, and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may not be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number of Directors shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE VIII

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 3500 East Fletcher Avenue, Suite 519, Tampa, Florida 33615, and the name of the corporation's initial registered agent at such address is James Lindenberger. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

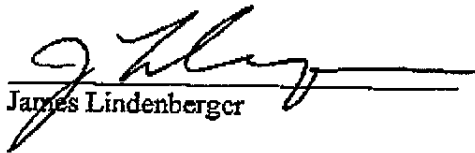
ARTICLE IX

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Directors of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Directors of the corporation or ten (10) days' advance notice of the amendment or

amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including, but not limited to, an amendment of the Articles of Incorporation of the corporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

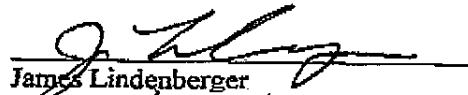
IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes herein expressed this 22 day of ~~November, 1996~~ ^{January, 1998} *gz*


James Lindenberg

REGISTERED AGENT CERTIFICATE

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

Signature


James Lindenberg

Date:

1/22/98

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