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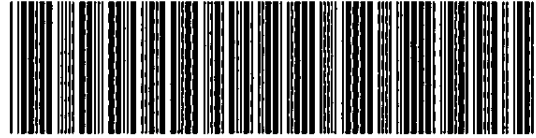
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**COVER LETTER**

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

**SUBJECT: Silver Interlocution, 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

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM: Shane Steinmetz**

Name (Printed or typed)

**501 10th St Apt 31**

Address

**New Smyrna Beach, FL 32168**

City, State & Zip

**(386) 416-9776**

Daytime Telephone number

**revieweroftime@silverinterlocution.org**

E-mail address: (to be used for future annual report notification)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Silver Interlocution, Inc. Articles of Incorporation

## PREAMBLE

Pursuing a life of comfort, fulfillment, and happiness; intending to achieve this pursuit through diligence, honesty, and integrity in all matters; and possessing a heart that wishes to empower others to realize the same, the undersigned hereby establishes these Articles of Incorporation.

## **ARTICLE I - CORPORATE STRUCTURE**

### ***TITLE 1 - Establishment***

Section 1. Name of corporation.

- (1) The name of the corporation is Silver Interlocution, Inc.

Section 2. Purpose of corporation.

- (1) The corporation may conduct any and all lawful activity.

Section 3. Address – principle office.

- (1) The principle office of the corporation is:

501 10th St Apt 31  
New Smyrna Beach, FL 32168

Section 4. Address – mail.

- (1) The mailing address of the corporation is:

PO Box 876  
New Smyrna Beach, FL 32168

Section 5. Name and address of registered agent.

- (1) The name and address of the corporation's registered agent is:

Shane Steinmetz  
501 10th St Apt 31  
New Smyrna Beach, FL 32168

Section 6. Name and address of incorporator.

- (1) The name and address of the incorporator is:

Shane Steinmetz  
501 10th St Apt 31  
New Smyrna Beach, FL 32168

Section 7. Classes of shares; voting rights; amount authorized to issue.

- (1) Common shares shall be the sole class of shares authorized for issuance by the corporation.
- (2) The holders of common shares have the right to participate in meetings, elect Directors, and pass resolutions in a manner not inconsistent with these Articles or the Florida Business Corporation Act.
- (3) The corporation is authorized to issue 1000 shares with an initial par value of \$0.50 per share. The value may be changed from time to time by the Bylaws or resolutions passed by the Board or Shareholders.

**Section 8. Corporate seal.**

- (1) The corporation will initially have no seal.
- (2) An officer or Director's signature on a document without the corporation's seal that describes an action by the corporation may bind the corporation to such action, provided that the authority for the officer or Director so acting is specifically given by
  - (a) these Articles,
  - (b) the Bylaws,
  - (c) a resolution by the Board permitting the officer or Director to act in the manner he or she did,
  - (d) a resolution by the Shareholders permitting the officer or Director to act in the manner he or she did, or
  - (e) law, where the action taken by the officer or Director is laid out as an expected duty or function of the officer or Director so acting.
- (3) Upon achievement of an annual profit of \$5,000 or greater, the Board shall:
  - (a) adopt a corporate seal,
  - (b) arrange the corporation's acquisition of equipment and supplies necessary to fully utilize the new corporate seal,
  - (c) amend these Articles to include the corporate seal, and
  - (d) submit to the Secretary of State a restatement of these Articles.
- (4) The corporation will be deemed to have achieved an annual profit of \$5,000 or greater if it indicates its 'taxable income' on IRS form 1120 is \$5,000 or greater for the prior year.

**TITLE 2 - Board of Directors**

**Section 1. Number of Directors required.**

- (1) The Board shall consist of no less than one Director and no more than fifteen.
- (2) The Board must have an odd number of Directors at all times.

**Section 2. Qualifications of Directors.**

- (1) This section applies qualifications in addition to those prescribed by the Florida Business Corporation Act as it was in 2014.

- (2) Directors must
  - (a) have United States citizenship, either through being naturally born in the United States or its territories or following federal naturalization processes, and
  - (b) have worked for this corporation in any pay level as an employee for a minimum of 2,000 hours, unless the Director is also an incorporator listed in the original Articles.

Section 3. Term of Directors.

- (1) Directors will each serve a one year term that will span from February 1 of the current year to January 31 of the following year, inclusive.

Section 4. Quorum.

- (1) Half or more of all Directors shall constitute quorum for any meeting.
- (2) A quorum of Directors does not have the power to act as a Board unless
  - (a) enough Directors are present to pass a majority vote as defined in §I.2.5, or
  - (b) the Directors draft proposals or resolutions which are then approved by a majority vote of Shareholders as defined in §I.4.2.
- (3) Proposals to be made to Shareholders for a vote under §I.2.4(2)(b) must have the affirmative vote of more than half of the Directors present in order for the proposal to be referred to Shareholders for a vote.
- (4) Proposals drafted by Directors and subsequently approved by Shareholders in a manner consistent with §I.2.4(2)(b) are deemed to be actions of the Board.

Section 5. Voting; majority vote.

- (1) Proposals or resolutions by the Board are considered valid with an affirmative vote in favor of the proposal or resolution on the part of 60% or more of all Directors on the Board.
- (2) Shareholders may, from time to time, adjust the percentage of affirmative votes required to satisfy the requirements of §I.2.5(1), but the percentage must be neither less than 60% nor greater than 80%.

Section 6. Action without meeting prohibited; exceptions.

- (1) A proposal by a Director must be made at a meeting in order for voting on the matter to commence.
- (2) §I.2.6(1) does not apply if any of the following circumstances is true:
  - (a) the required annual meeting was not convened,
  - (b) a meeting that was to include Directors and was called by Shareholders was not convened,
  - (c) a previous meeting permitted proposals and actions to be made without a meeting, or

- (d) there was one or more instances during the current calendar year where more than 40% of the Board stated that they could not attend due to inclement weather, personal catastrophic events, unreliable technology, or unreliable transportation.
- (3) If a meeting did not occur
- (a) due to the circumstances under §I.2.6(2)(a) or §I.2.6(2)(b), then the Directors shall have the power to conduct business without a meeting until the next scheduled meeting or annual meeting, whichever is sooner.
  - (b) due to the circumstances under §I.2.6(2)(c) or §I.2.6(2)(d), then the Directors shall have the power to conduct business without a meeting until the sooner of
    1. six months following an attempt to call a meeting, whether or not successful,
    2. another meeting called by the Board or Shareholders, or
    3. the next date of the scheduled annual meeting.

**Section 7. Annual service in certain employee capacity required of Directors.**

- (1) Directors are obligated to work a total of 100 hours annually in the same capacity as an employee. This capacity must
  - (a) not be of a managerial or supervisory nature,
  - (b) not confer upon the Director any special privileges, rights, or duties that would not otherwise be given to any other employee working the same capacity, and
  - (c) include manual labor, customer service, or the performance of any task that includes repetitive activity such as chores or other small tasks necessary to the operation of the front-facing part of the business.

**Section 8. Liability of Directors.**

- (1) No Director shall be liable to the corporation for any action or lack of action he or she may take while acting in his or her capacity as a Director of the corporation. This includes actions or lack of action that may constitute a breach of the Director's duties to the corporation.
- (2) Directors will not be liable for the debts of the corporation to any extent whatsoever.

**TITLE 3 - Officers**

**Section 1. Required officers.**

- (1) The corporation shall keep the following officers at all times.
  - (a) **President.** The president shall provide oversight to the day to day operations of the corporation and act as the primary point of contact for matters related to the corporation's relationship with employees, other businesses, and the public.

- (b) Secretary. The secretary shall maintain corporate records not of a financial nature, provide oversight and timely reception of internal and external communications, and provide verification of any corporate document or act as a witness to the execution thereof.
  - (c) Treasurer. The treasurer shall maintain financial records, provide oversight to the day to day flow of funds, make or receive payment on behalf of the corporation, and file documents to satisfy the fiscal obligations prescribed by other businesses, independent contractors, employees, and the law.
- (2) The powers, privileges, responsibilities, and limitations of officers described in this section may be further added, removed, or modified by Bylaws or resolutions passed by the Board.

**Section 2. Additional officers.**

- (1) The Board or Shareholders may, from time to time, add or remove officers and specify the perimeters of such officers, but the corporation must have the officers required by these Articles.

**Section 3. Appointment of officers by Directors.**

- (1) Officers may be appointed by Directors with the passage of a resolution in a manner consistent with §I.2.5 or §I.2.6.
- (2) Shareholders are not permitted to vote on the appointment or removal of officers unless
- (a) the Bylaws specifically provide that Shareholders have that authority,
  - (b) a resolution is passed by the Board that permits Shareholders to act in such a manner, or
  - (c) a resolution is passed by the Shareholders with an affirmative vote of 80% or more of all Shareholders permitting such appointment or removal.

**Section 4. Liability of officers.**

- (1) No officer shall be liable to the corporation for any action or lack of action he or she may take while acting in his or her capacity as an officer of the corporation. This includes actions or lack of action that may constitute a breach of the officer's duties to the corporation.
- (2) Officers will not be liable for the debts of the corporation to any extent whatsoever.

**TITLE 4 - Shareholders**

**Section 1. Quorum.**

- (1) Half or more of all Shareholders shall constitute quorum for any meeting.
- (2) A quorum of Shareholders does not have the power to validate resolutions unless such resolutions receive a majority vote in a manner consistent with §I.4.2.

**Section 2. Voting; majority vote.**

- (1) Proposals or resolutions by the Shareholders are considered valid with an affirmative vote on the part of 70% or more of all Shareholders.

**Section 3. Action without meeting permitted; procedures.**

- (1) Shareholders may pass a resolution without the convention of a meeting if they follow the procedures proscribed within this section.
- (2) The following process must be followed for a Shareholder resolution to pass without a meeting, except otherwise as provided in this section:
  - (a) Shareholder sends exact copy of the text of the resolution, along with any notes or commentary, to the Secretary.
  - (b) Secretary sends the resolution with Shareholder-provided notes or commentary to each member of the Board within five days of receipt of the proposed resolution.
  - (c) The Board may halt the process at this point by scheduling a meeting of Shareholders for the purpose of discussing the proposed resolution. If the resolution is not dismissed, the process described in this section continues (along with time constraints contained within this section) as of the day following the conclusion of the meeting.
  - (d) No later than fifteen days after initial receipt of the resolution, Secretary sends a copy of the resolution to each Shareholder's registered mailing address.
  - (e) Other Shareholders receive the resolution and, if assenting to the proposal, affix their signature upon it and send it back to the Secretary.
  - (f) Upon receipt by the Secretary of a sufficient number of signed copies of the resolution as described by this section, the resolution shall be considered valid and an act of the corporation.
  - (g) A Shareholder who signs the resolution in assent is deemed to have voted in the same capacity as a Shareholder at a meeting. Thus, the number of signed copies of a resolution deemed to be sufficient to meet the requirements of this section is a percentage equal to the percentage prescribed as a voting majority in §I.4.2.
- (3) If the process described in §I.4.3(2) is halted as a result of the Board calling a meeting in response to the Shareholder's proposed resolution, then the proposal may be dismissed if the following requirements are met:
  - (a) at the meeting convened, there is a quorum of the Board and a voting majority of Shareholders present,
  - (b) the Directors present an opinion or commentary about the proposal brought before the meeting,
  - (c) the Shareholder who drafted the proposed resolution and up to two of the Shareholder's assenting peers present an opinion or commentary about the proposal brought before the meeting, and
  - (d) a vote taken from the Shareholders present at the meeting reaches a majority vote in favor of dismissing the proposed resolution.



- (4) A resolution signed by 80% or more of the Shareholders does not require advance review by the Board and becomes a valid corporate act, unless the resolution
- (a) adds a Bylaw that states that it specifically cannot be modified or repealed by the Board or any committee,
  - (b) removes officers or Directors from the Board, or,
  - (c) the total financial expenditures that would be caused by the combination of the proposed resolution and all Shareholder resolutions passed within the 12 months prior to the date of the proposed resolution exceed the lesser of
    - 1. 20% of the corporation's total taxable income as reported on IRS form 1120 for the year prior to the year in which the resolution was drafted, or
    - 2. \$10,000.

Section 4. Length of Shareholder resolutions; limitations.

- (1) The Bylaws may not restrict the length of the actual text of Shareholder resolutions. However, the Bylaws may require that Shareholder resolutions have a cover page or other summary limited in length to accompany the actual text of the resolutions proposed.

Section 5. Liability of Shareholders.

- (1) No Shareholder shall be liable to the corporation for any action or lack of action he or she may take while acting in his or her capacity as a Shareholder of the corporation.
- (2) Shareholders will not be liable for the debts of the corporation to any extent whatsoever.

**TITLE 5 - Meetings**

Section 1. Meeting called by Board.

- (1) Any Director may call a meeting of the Board as long as advance notice is given in a manner prescribed by this title. However, the official recognition of such a meeting and the validity of resolutions voted therein are subject to conditions as provided elsewhere in these Articles.
- (2) The Director may also specify that the Shareholders are to be included in such a meeting.
- (3) The Director calling a meeting must notify the Secretary, who will then notify all other members of the Board. If the meeting is to also include the Shareholders, the Secretary must also notify the Shareholders of the meeting.
- (4) The Board must call an annual meeting. Unless specified by the Bylaws, the date of the annual meeting is January 1. The requirements for notification of a meeting as specified by §I.5.1 and §I.5.3 do not apply for the annual meeting unless

- (a) a Bylaw regarding the date of the annual meeting is created, amended, or deleted within 90 days of the date the annual meeting was to be held, and
- (b) notice of the creation, amendment, or deletion of such a Bylaw is not given to the Shareholders at a time that is at least 90 days before the date the annual meeting was to be held.

**Section 2. Meeting called by Shareholders.**

- (1) Any Shareholder may call a meeting of the Shareholders as long as advance notice is given in a manner prescribed by this title. However, the official recognition of such a meeting and the validity of resolutions voted therein are subject to conditions as provided elsewhere in these Articles.
- (2) The Shareholder may also specify that the Board is to be included in such a meeting.
- (3) The Shareholder calling a meeting must notify the Secretary, who will then notify all other Shareholders. If the meeting is to also include the Board, the Secretary must also notify the Board of the meeting.

**Section 3. Advance notice.**

- (1) All communications by mail to facilitate a process described under this title must be made by certified mail and have a tracking number.
- (2) All communications by e-mail to facilitate a process described under this title
  - (a) must include a read receipt request to each person to whom the e-mail is sent, and
  - (b) may simply be sent to an e-mailing list recognized by the Secretary as consisting of all members of the Board or Shareholders by a Board member calling a meeting or a Shareholder calling a meeting, respectively. E-mail sent in this manner will remove the necessity that the Secretary be notified of a meeting and will not require the Secretary to personally notify any other person of a meeting.
- (3) The Director or Shareholder calling for a meeting as provided under this title must specify a date for the meeting that is no less than 20 days after the date that the process under this section is started.
- (4) If meeting is to be held at a physical location and the location of the meeting is updated or changed, the Director or Shareholder calling the meeting must notify the Secretary, who will then notify the Board or Shareholders as was required in the original notification of a meeting.
- (5) Upon being notified by the Director or Shareholder of an intent to call a meeting or change its location, the Secretary must notify the members of the Board, the Shareholders, or both groups within five days.

**Section 4. Location of meeting.**

- (1) Meetings may be conducted over the Internet in a manner prescribed by the Bylaws.

- (2) The Bylaws may make additional provisions to provide for meetings that are not conducted over the Internet, but all such meetings are required to also be accessible by any person entitled to attend such a meeting through the use of the Internet.

**Section 5. Verification of participants' identities.**

- (1) The Bylaws may provide that meeting participants' identities be verified using one or more of the following methods:
  - (a) verification of a government-provided photo ID or passport,
  - (b) verification of a corporate photo ID,
  - (c) fingerprint matching,
  - (d) password verification through a method of communication that is not oral, or
  - (e) if the corporation maintains such records, a verification of the person's appearance against that on a corporate record plus the presentation by the person of a Shareholder certificate.

**Section 6. Nomination of prospective Directors.**

- (1) The Bylaws may specify nomination requirements for those interested in becoming a member of the Board.
- (2) If there are no Bylaws concerning nomination requirements for prospective Directors, then any interested Shareholder may become a candidate by expressing this desire to the Secretary, who shall include the candidate's name on the election ballot.

**Section 7. Election of Directors; cumulative voting utilized.**

- (1) Election of Directors will occur at the annual meeting.
- (2) The Bylaws may specify the manner of election proceedings, the tools or processes used to collect and verify votes and proxy votes, and the manner in which absent Shareholders' votes may be collected.
- (3) For purposes of the election, each Shareholder shall have a number of votes equal to the number of shares held by the Shareholder multiplied by the number of Director seats to be filled.
- (4) At the end of the election and after the consideration of absentee and proxy votes as the Bylaws shall provide, candidates will be ranked by the number of votes received, with the candidate with the most votes carrying rank number one. A candidate is elected as Director if the number of votes received places the candidate into a rank that is equal to or less than the number of Director seats to be filled.
- (5) Outside of an annual meeting, the Directors then sitting on the board shall have the power - by a vote of the Directors - to elect any person to fill a vacancy on the board. Such a vacancy includes instances where the number of Directors is increased or decreased or where an election at the annual meeting does not elect enough Directors to fill all Director seats.

**Section 8. Committees.**

- (1) The Board or Shareholders may, by resolution or Bylaw, establish committees, who may then operate in a manner permitted by the Florida Business Corporation Act as it was in 2014.
- (2) Unless a resolution by the Board or Shareholders or the Bylaws specify otherwise, the quorum and voting majority requirements for a committee created by the Board shall be identical to the quorum and voting majority requirements applied to Directors.
- (3) Unless a resolution by the Board or Shareholders or the Bylaws specify otherwise, the quorum and voting majority requirements for a committee created by the Shareholders shall be identical to the quorum and voting majority requirements applied to Shareholders.
- (4) Unless a resolution by the Board or Shareholders or the Bylaws specify otherwise, advance notice requirements under §1.5.3, §1.5.4, and §1.5.5 shall apply to committees as well.
- (5) Unless a resolution by the Board or Shareholders or the Bylaws specify otherwise, Committees may pass a resolution among themselves permitting advance notice less than that prescribed by §1.5.3 for a meeting.

## **ARTICLE II - GENERAL PRACTICES**

### **TITLE 1 - Journals**

#### Section 1. Requirement to maintain; affected individuals.

- (1) Every Director, officer, committee member must maintain a journal that documents actions taken or incidents involving the aforementioned persons in their respective capacities.

#### Section 2. Content.

- (1) Journal entries must contain
  - (a) the date the entry was written,
  - (b) the name of the person writing the entry,
  - (c) the position or capacity of the person writing the entry,
  - (d) the designation of the person's committee, if the person is a committee member, and
  - (e) a narrative of what action was taken or what incident occurred.

#### Section 3. Submission.

- (1) At a minimum, the journal entries must be submitted on a monthly basis to the Secretary in a manner prescribed by the Secretary.

#### Section 4. Storage.

- (1) The Secretary shall have the responsibility of maintaining the accuracy and security of journals and shall have the power to prescribe reasonable processes for doing so.

### **TITLE 2 - Records**

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**Section 1. Certain records to be publicly accessible.**

- (1) These Articles, the Bylaws, and historical records of both must remain publicly accessible at all times.

**Section 2. Historical records.**

- (1) All versions of these Articles and the Bylaws must be maintained and stored. These Articles and Bylaws will each have and display upon them
  - (a) a version number, with the first of each starting at one (1),
  - (b) a date corresponding to the date that the document was created, and
  - (c) a date corresponding to the date that the document was effective.

**Section 3. Censoring for privacy/safety; circumstances permitted.**

- (1) In the process of complying with this title, the Secretary or Board shall have the authority to provide an edited copy of a document required to be publicly accessible by this title. The edits may be made to the extent that the Secretary or Board reasonably believes they are necessary to protect the safety or privacy of any person.

**Section 4. Minutes; required content and format.**

- (1) The proceedings of any meeting in which there is any of the following must be documented by minutes in a manner prescribed within this section:
  - (a) a quorum of Directors,
  - (b) a quorum of Shareholders, or
  - (c) any committee meeting.
- (2) Unless the Bylaws or a resolution of either the Board or Shareholders specify otherwise:
  - (a) the Secretary may authenticate minutes of any meeting without prior approval by any other body,
  - (b) if the Secretary is not present for a meeting, the voting entity that called the meeting - whether a quorum of Directors, quorum of Shareholders, or committee members - must pass a resolution that appoints any person in the meeting to have the responsibility of keeping the meeting's minutes,
  - (c) minutes created by any individual other than the Secretary must be approved by the Secretary before they become official corporate records. The Secretary will be deemed to have approved the minutes if, after being presented with them, the Secretary does not deny their validity within ten days, and
  - (d) the Secretary may designate a person or committee to exercise any responsibility or power granted to the Secretary provided under this section.
- (3) Any resolution proposal made at a meeting of Directors, Shareholders, and committee members in which a quorum is present must be documented in the minutes. At a minimum, the minutes must document

- (a) the percentage and number of votes in favor of a resolution, against a resolution, and abstaining from voting in a resolution, and
- (b) the name of each specific person present who had the authority to vote,
- (c) the specific vote of each specific person present who had the authority to vote.

### **ARTICLE III - EMPLOYMENT PRACTICES**

#### **TITLE 1 - Management**

##### Section 1. Applicability/effective date of title.

- (1) This title shall be effective and in force only when
  - (a) the Bylaws state so,
  - (b) the corporation has 10 or more employees and files an IRS form 1120 that shows the taxable income of the corporation at \$50,000 or more,
  - (c) the corporation has 50 or more employees, or
  - (d) the corporation or any of its Directors, officers, or employees are named as a defendant in a legal proceeding against the corporation alleging wrongful termination, discrimination, or any other action that primarily concerns itself with the behaviors of employees or managers in the workplace.
- (2) If the title is effective solely as a result of the condition set out in §III.1.1(1) (a), the Bylaws may, through their own implementation independent of these Articles, add, modify, or limit this title without limitation. However, once any other condition of §III.1.1(1) is met, any text in the Bylaws inconsistent with this title shall be void and unenforceable, except to any employee matter that was active before the condition was met.

##### Section 2. Written performance standards; requirement.

- (1) Management must provide a written list of the essential functions of a job to prospective applicants and current employees.
- (2) Management must provide a written list of different classifications of performance and the measurable metrics or results that lend themselves to those classifications for each position or employee capacity.
- (3) Management must provide a written description of how the different classifications of performance are attained and give clear direction on how to improve performance.
- (4) No employee may face disciplinary action for poor performance when the employee
  - (a) acted in a lawful, reasonable manner with a bona fide belief that his or her actions were in the best interests of the corporation, and
  - (b) did not receive sufficient or recent training or coaching that would have had a significant chance of enabling the employee to perform at an acceptable level.

- (5) No employee may face disciplinary action for poor performance when the employee
  - (a) acted in a lawful, reasonable manner with a bona fide belief that his or her actions were in the best interests of the corporation, and
  - (b) received training or coaching as to how to improve performance, and faithfully executed the instructions that were given.
- (6) §III.1.2(4) and §III.1.2(5) do not apply if the employee is working in a position that involves providing services under the brand of another company that is a client of the corporation and the employee's performance has directly jeopardized the ongoing business relationship with the client. The relationship will be considered to be "directly jeopardized" if the client
  - (a) provides feedback to the corporation specifically about its mutual business relationship or performance on a contract,
  - (b) provides the specific employee's name in the feedback or a generalized group of employees that appears to pertain to the employee involved, and
  - (c) states or implies that as a result of the performance of either the employee so named or a generalized group of employees that appear to pertain to the employee involved, the corporation may face sanctions imposed by the client or be recognized as not meeting its obligations to the client.

Section 3. Written conduct standards; requirement.

- (1) Management must provide written standards of professionalism and behavior that is expected to be maintained by employees.
- (2) Management may create multiple classifications or sets of requirements of professionalism and behavior based on each position or employee capacity.

Section 4. Written disciplinary policy; requirement.

- (1) Management must either
  - (a) maintain multiple classifications of infractions or offenses and specify the possible responses or consequences of each category, or
  - (b) list possible infractions or offenses, item by item, and specify the possible responses or consequences of each item.
- (2) In classifying infractions and their potential consequences, management may further classify the infractions and consequences based on the employee's tenure, performance over a time period and mitigating circumstances to the offense.
- (3) Management may provide for certain offenses or actions that may instantly result in termination of the employer/employee relationship, but must clearly specify exceptions; if any - to such a rule and what other considerations - including performance - are taken into account to such exceptions.

Section 5. Uniform application of conduct and performance standards required; exceptions.

- (1) Written performance and conduct standards must be applied to all employees in a uniform manner that is appropriate for the classifications in which they belong based on the written standards.
- (2) Matters related to the conduct and performance of Directors and officers acting as employees shall be managed directly by the Board.
- (3) Management may make case-by-case exceptions to performance and conduct rules as required to comply with the Americans with Disabilities Act and any other law related to the prevention of workplace discrimination; however, criminal behavior and violent acts need not be tolerated.

Section 6. Open door policy; requirement.

- (1) Each employee shall have the right to request higher management review of employment-related concerns or complaints. This section, along with any additional provisions placed upon it by the Bylaws, resolutions, or written policy documents shall be known as the "Open Door Policy."
- (2) Any member of management who is at any point in the managerial hierarchy above the employee must be directly available to employees within a reasonable amount of time if the employee makes a reasonable request to speak to that member of management.
- (3) Each employee must have ready access to a managerial hierarchy that shows
  - (a) the employee's name and position within the hierarchy, and
  - (b) the name, phone number, and position of each person at a level higher than the employee in the hierarchy.
- (4) In addition to the processes and documentation otherwise required by this section, the corporation shall, through the creation of documents readily accessible by employees,
  - (a) encourage honest and straightforward communication among employees and management,
  - (b) encourage understanding of emotions and the root causes behind them while also promoting the use of logic and objectivity in resolving matters,
  - (c) specify the right times and places for different types of discussions about workplace and employment matters, and
  - (d) encourage focusing on doing what is right in an objective manner with regard to goals, established procedures, and the law, instead of focusing on who is right in a subjective manner that uses the position, tenure, or experience of those involved in deciding whether feedback is valid.
- (5) An employee's good faith use or non-use of the Open Door Policy may not be a fact used to evaluate performance or conduct.
- (6) An employee's use of the Open Door Policy may be considered as part of an evaluation of that employee's performance if



- (a) the reason for the employee's utilization of the Open Door Policy is to contest disciplinary action taken over that employee's action or lack of action, when the employee clearly knew or should have known that the disciplinary action taken would have been a reasonable possible consequence to the employee's action or lack of action,
- (b) the employee is utilizing the Open Door Policy for the primary purpose of garnering fame or popularity with any other person or group of people rather than to resolve a legitimate employment-related matter important to the employee,
- (c) the employee has consistently shown that he or she reacts belligerently to constructive criticism and feedback on performance and conduct when the criticism or feedback is delivered in a manner that respects the employee's dignity, provides reasonable sensitivity for the employee's self-esteem, and provides the employee a chance to respond, or
- (d) the employee intentionally uses or incites others to use the Open Door Policy in a manner that disrupts management's operating capacity or attempts to compel management or the corporation to act on a matter or refrain from acting on a matter that is not related to employees or workplace conditions.

**Section 7. Employee feedback; standards and requirements.**

- (1) Performance feedback given to employees must include, whenever possible, both positive reinforcement and negative reinforcement of behaviors.
- (2) Performance feedback must be specific and rely on measurable metrics or results.
- (3) Employees must have an opportunity to respond to performance feedback. If the performance feedback being provided is written or summarized by writing, the employee must have a reasonable opportunity to deliver a written response.
- (4) If employee feedback is written, a copy of it along with any employee response must be maintained by the corporation.

**Section 8. Audio/video recording of certain interactions required.**

- (1) Equipment that accurately records the audio and video of interactions with employees must be utilized and the recordings stored by the corporation if the interaction includes any of the following:
  - (a) an interview of an applicant for employment,
  - (b) an interview of an existing employee for promotion,
  - (c) termination of an employment relationship, or
  - (d) performance and conduct feedback, where the performance or conduct feedback is formally documented as part of the employee's overall historical record with the corporation.
- (2) Whenever an interaction does not take place in a physical location, audio recording only is sufficient and video recording need not be utilized.

- (3) If the corporation keeps any physical locations for its operations, it must post prominent notices on its entrance describing any use of audio or video recording equipment.
- (4) Applicants for new employment must be notified of the corporation's potential use of audio and video recording equipment at any physical place of business held by the corporation or through any non-physical interaction with management.
- (5) When this section becomes effective, existing employees must receive written notification of the new use of audio or video recording equipment.
- (6) Employees must be notified of the use of audio or video recording equipment each time an interaction takes place in which it is utilized, unless
  - (a) the interaction takes place at a physical place of business with prominent signage both on the outside of the building and outside of the room or office in which the interaction will occur, or
  - (b) the interaction is taking place remotely through the use of the Internet and computer software and the employee received and acknowledged a notification that audio may be recorded before the interaction began.
- (7) Nothing in this section is intended to relieve the corporation or its Directors, officers, management, and employees from state and federal laws related to the audio and video recording of person to person interactions, and they must make a bona fide effort to comply with them at all times.

**Section 9. Annual service in certain employee capacity required of managers.**

- (1) Each member of management is obligated to work a total of 300 hours annually in the same capacity as an employee at a lower level of the hierarchy than the member of management. This capacity must
  - (a) not be of a managerial or supervisory nature,
  - (b) not confer upon the member of management any special privileges, rights, or duties that would not otherwise be given to any other employee working the same capacity, and
  - (c) include manual labor, customer service, or the performance of any task that includes repetitive activity such as chores or other small tasks necessary to the operation of the front-facing part of the business.
- (2) If the manager is also a Director, the annual service requirement under this section shall prevail over any service that would have been required under §I.2.7.
- (3) Unless otherwise specified by the Bylaws, if a manager who is also a Director ceases being a Director but remains a manager, the consideration of completed hours and the requirement for them under this section remain unchanged.

**TITLE 2 - Compensation**

**Section 1. Written pay schedule; requirement.**

- (1) The corporation shall keep a pay schedule that specifies
  - (a) the different positions or employment capacities to which an hourly wage or salary would be offered,
  - (b) the dollar amount of any hourly wage or salary that will be paid to each position,
  - (c) the dollar amount of any bonuses that can be awarded to each position, and the maximum amount and occurrences of each bonus, and
  - (d) factors that affect the payment of wages or bonuses given to each position.
- (2) The schedule may describe one or more wages or bonuses as a range of possible dollar amounts, but must provide for a formula based on measurable data that affects pay within the aforementioned range.
- (3) The payment of wages and bonuses must be made in a manner consistent with the pay schedule.

Section 2. Written pay schedule; publication.

- (1) The corporation must make the pay schedule publicly accessible.

Section 3. Tipping wages prohibited; minimum wage required.

- (1) It is the opinion of this corporation that
  - (a) in society, the matter of tipping between employees of a business and the customers receiving services from the employees has escalated far beyond what used to be the occasional gratuity or reward for service that greatly exceeded the customer's expectations,
  - (b) a business that utilizes tipping wages redirects the cost of employee labor on to the customer, whose first view of a business includes advertisements for products or services that do not take into account the cost of tipping,
  - (c) since customers are often free to decide what tip they will provide or that they will provide no tip at all, the tipped employee's wages are at the mercy of customer generosity and ability to afford paying such tips,
  - (d) while there may be a relationship between tips provided by customers and the level of service provided by an employee, the freedom of choice customers have with regards to the amount of a tip provided leaves open the possibility that tipped employees will not be justly compensated for their labors, or will be inappropriately rewarded for poor performance,
  - (e) the prospect of being compelled to pay tips, directly or indirectly, to a business may compel a customer to go to a different business that provides the same goods or services without having tips as a custom, and

(f) a business has the best possibility of maintaining a profitable venture and customer loyalty when the business openly and honestly communicates price to others and applies those prices in a consistent manner.

(2) The corporation may not utilize employees whose pay consists primarily of tipping wages. The corporation must pay all employees no less than the greater of

- (a) the federal minimum wage, or
- (b) the minimum wage of the state in which the employee is working

Section 4. Tipping by customers prohibited; required public notices.

(1) At any place of business owned by the corporation where business is being conducted that primarily is associated with industries in which tips are given, the corporation shall display signage that

- (a) requests that customers refrain from tipping employees,
- (b) explains that employees are paid a full wage in a manner that respects and complies with labor laws,
- (c) providing payment only for the price of goods or services provided by the business itself keeps pricing fair for all customers and helps ensure the continued operation of the business and reasonable compensation of employees utilized there.

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.

Shane Steinmetz  
Registered Agent

Aug 22 2014  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Shane Steinmetz  
Incorporator

Aug 22 2014  
Date

FILED  
JUG 26 PM 12:44  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA