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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 3, 2000

Doris Brown
Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

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*****70.00 *****70.00

Dear Ms. Brown;

In reference to # W-1060, please find enclosed the original and one copy of the corrected Articles of Association of the American Telemessaging Accreditation Counsel, Inc. as requested.

Please feel free to contact us immediately if any further information or changes are needed.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jared Dunn", is written over a horizontal line.

Jared Dunn
American Telemessaging Accreditation Counsel
4081 East Olive Road, Suite J
Pensacola, Florida 32514
1-800-586-1233

789,638,513,558,626,2551,3530
2/00-1060



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 13, 2000

ATAC
4081 E. OLIVE ROAD
SUITE J
PENSACOLA, FL 32526

SUBJECT: AMERICAN TELEMESSAGING ACCREDITATION COUNSEL
Ref. Number: W00000001060

We have received your document for AMERICAN TELEMESSAGING ACCREDITATION COUNSEL and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown

Document Specialist

Letter Number: 000A00001824

**ARTICLES OF ASSOCIATION OF
AMERICAN TELEMESSAGING ACCREDITATION COUNSEL, INC.**

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- I.** The name of the Business League is American Telemessaging Accreditation Counsel, Inc.
- II.** The address of American Telemessaging Accreditation Counsel, Inc. is 4081 E Olive Road Suite J, Pensacola, FL 32526.
- III.** The purpose of the American Telemessaging Accreditation Counsel, Inc. is to advance consumer advocacy in the Telemessaging Industry by promoting ethical integrity and establishing guidelines for answering and voice mail services through publications and practical education and training. American Telemessaging Accreditation Counsel, Inc. should be non-profit, as no part of the net earnings of the business league shall inure to the benefit of, or be distributed to its members, officers, or other private persons. The business league shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the American Telemessaging Accreditation Counsel Inc.'s by-laws. Notwithstanding any other provision of these articles, the business league shall not carry on any other activities not permitted to be carried on (a) by a business league exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or (b) by a business league contributions to which are not deductible as charitable contributions on the donor's federal income tax return.
- IV.** The powers of the Association except as otherwise herein provided, all business of this Association shall be managed and controlled by the Executive Board. The Board may exercise all of the powers, authority, and discretion's except those which are specifically reserved to the Association membership or Board of Directors of American Telemessaging Accreditation Counsel, Inc., either by statute or Articles of Incorporation of American Telemessaging Accreditation Counsel, Inc. The Executive Board, or governing body, shall be elected annually through a majority vote by the membership. Nominations will be accepted at the annual meeting, and the election shall be conducted each December through mail out ballot and all ballots must be returned to the association's office no later than December 15. The titles of the governing body are the President, Vice President, Secretary and Treasurer. The duties of the officers are as follows:
- President- the President shall be the general manager of the association, shall have general supervision of the business, and shall conduct all of the regular business of the association. The president shall have such other and further authority, power, and discretion as shall be reasonably necessary, incident to or convenient for the accomplishment of all of its business of whatsoever nature, except as shall be prohibited under the laws of Florida, or absolutely reserved to the Board of Directors of American Telemessaging Accreditation Counsel, Inc. in the Bylaws, or hereafter limited by act of the Executive Board. The President shall pass files to successor immediately upon installation and shall cause all other officers and chairmen files to be passed to the respective successors. The President shall be ex-officio (nonvoting) member of all committees except the committee on nominations and elections.
- Vice President- the Vice President shall preside and assume all duties assigned to the President in the President's absence. This officer shall automatically be chairperson of the committee on continuing education.
- Secretary- the Secretary shall automatically be chairperson of the membership committee, shall be in charge of notifying all members of meetings, and is responsible for keeping a current roster of membership and reporting the membership annually. The secretary shall also be in charge of preparing minutes and agendas for each meeting.
- Treasurer- the Treasurer shall keep a full and accurate account of the receipts of disbursements of the Association and shall deposit all funds in such a depository as designated by the Executive Board. The Treasurer shall keep permanent files and records of the financial transactions conducted by the association for each year the association functions. These permanent files and records shall include an accurate list of members, amount of dues paid, the classification of

membership; bank statements; balance sheets; Treasurer's reports, etc. Such records shall become a permanent part of the records of the association's business and may be destroyed only after seven years or after review and approval by a majority of the Executive Board. The Treasurer shall be vested with and have the authority to transfer funds to and from both the checking and savings account when that officer deems it to be in the best interest of the association, but such transfer will require the signature of two officers of the association. The Treasurer shall be chairperson of the Finance Committee, which shall prepare a budget for the ensuing fiscal year, which shall be adopted by the membership at the annual meeting. (Budget shall be submitted to the Executive Board prior to presentation at annual meeting) The Treasurer shall submit a written financial report at each regular meeting to be attached to official minutes as part of permanent records.

- V. The initial registered agent for American Telemessaging Accreditation Counsel, Inc. shall be Pat Herr, 4463 Emerald Ridge Drive, Sarasota, FL 34233.
- VI. The Incorporator of American Telemessaging Accreditation Counsel, Inc. shall be Jared Dunn, 6366 Frank Reeder Road, Pensacola FL 32526.



Signature/Incorporator

2/7/00

Date

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 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/Registered Agent

2/7/00

Date

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