

**NO0000004130**  
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ORLANDO, FLORIDA 32802-2967

June 16, 2000

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

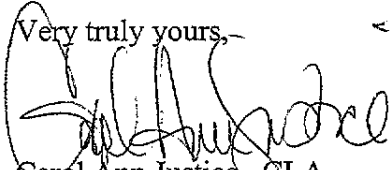
RE: Orlando Answers, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check for the filing fee of \$70.00, plus \$8.75 for a certified copy once filed. Please return the certified copy in the self addressed stamped envelope enclosed.

Kindly have the Articles filed with the Florida Secretary of State and have a stamped copy returned by regular mail as soon as it has been filed. Thank you for your attention to this matter.

Very truly yours,

  
Carol Ann Justice, CLA  
Paralegal

/caj  
Enclosures

TELEPHONE (407) 841-1550  
FACSIMILE (407) 841-8746

RECEIVED  
JUN 19 PM 2:05  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

S. Thompson JUN 22 2000

ARTICLES OF INCORPORATION

OF

ORLANDO ANSWERS, INC.

A Corporation Not for Profit

The undersigned hereby associate for the purpose of becoming incorporated under the laws of the State of Florida, pursuant to Florida Statutes 617, applicable to corporations not for profit.

**ARTICLE I.**

The name of the corporation shall be ORLANDO ANSWERS, INC., and shall be located at 3524 Twisted Oak Court, Lake Wales, Florida 33853.

**ARTICLE II.**

This corporation is organized and shall be operated as a non-profit corporation solely and exclusively for charitable, educational and scientific purposes, and specifically for the operation of an Internet web site for the purpose of providing public service information to consumers on products and services available over the Internet and in their local city.

Without further limiting the generalities of the foregoing or the character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following business:

The non-profit organization intends to operate an Internet web site known as ORLANDO ANSWERS.COM for purposes of educating and providing public service information to the public, at no charge, as to products and services available over the Internet, primarily from the Orlando market.

The foregoing paragraph shall not be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FILED  
00 JUN 19 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE III.

This corporation is to exist perpetually or until sooner dissolved according to law. The existence of the corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State.

### ARTICLE IV.

The street address of the initial registered office of this corporation is 3524 Twisted Oak Court, Lake Wales, Florida 33853, and the name of the initial registered agent of this corporation at that address is Sylvia H. Carson.

### ARTICLE V.

The name and residence of the incorporator to these articles is:

<u>NAME</u>	<u>RESIDENCE</u>
Sylvia H. Carson	3524 Twisted Oak Court Lake Wales, Florida 33853

### ARTICLE VI.

Section 1: The business affairs of this corporation shall be managed by the Board of Directors, which board shall include the President and Vice President of the corporation. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by the By-laws, but shall never be less than three.

Section 2: The Board of Directors shall be elected and hold office in accordance with the By-laws.

Section 3: The names and addresses of the persons who are to serve as directors for the ensuing year, or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>RESIDENCE</u>
Sylvia H. Carson	3524 Twisted Oak Court Lake Wales, Florida 33853

William S. Carson

3524 Twisted Oak Court

Lake Wales, Florida 33853

Alexander J. Ombres

801 N. Magnolia Ave., Suite 201

Orlando, Florida 32803

#### **ARTICLE VII.**

Section 1: The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE VIII.**

These Articles of Incorporation may be amended at a special meeting by a majority of the Directors called for that purpose. A one-quarter vote of Directors shall be entitled to call such a meeting.

#### **ARTICLE IX.**

The corporation shall not have members.

#### **ARTICLE X.**

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, to include, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall have all powers granted corporations not for profit under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of

1986 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

#### **ARTICLE XI.**

Section 1: No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2: The corporation shall not carry on political propaganda, or otherwise act to influence legislation, nor participate in, or intervene in any political campaign on behalf of any candidate for public office, provided, however, that this prohibition shall not be interpreted so as to prevent the corporation from exercising those functions and attaining those purposes set forth in Article II hereof. Notwithstanding any other provisions of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE XII.**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or any amendment thereof), or to the Federal government, or to a State or local government, for public purposes, and none of the assets shall be distributed to any member, officer, or director of this corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 8 day of June, 2000, for the purpose of forming this corporation not for profit under laws of the State of Florida.

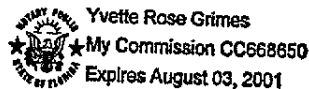
 (SEAL)  
SYLVIA H. CARSON

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared SYLVIA H. CARSON, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 8 day of June, 2000.

  
Notary Public Yvette Rose Grimes  
My Commission Expires:



IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT ORLANDO ANSWERS, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

Lake Wales STATE OF Florida  
(CITY) (STATE)

HAS NAMED SYLVIA H. CARSON  
(NAME OF REGISTERED AGENT)

LOCATED AT 3524 Twisted Oak Court  
(STREET ADDRESS AND NUMBER OF BUILDING,  
(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Lake Wales, STATE OF FLORIDA 33853  
(CITY)

AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]  
(CORPORATE OFFICER)

TITLE: President

DATE: 6/8/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]  
(REGISTERED AGENT)

DATE: 6/8/2000

FILED  
00 JUN 19 PM 2:05  
TALLAHASSEE FLORIDA