

TRANSMITTAL LETTER

N00000005819

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

SUBJECT: CONSUMER GUARDIAN NETWORK, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003377544--2
-08/30/00-01052--001
*****87.50 *****87.50

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: DALE HARTLEY
Name (Printed or typed)

4681 SHORE ACRES BLVD. NE
Address

ST. PETERSBURG, FL 33703
City, State & Zip

727-528-4182
Daytime Telephone number

FAX: 603-994-0107

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

EMAIL: CONSUMERAMA@VISTO.COM

FILED
00 AUG 30 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FL 0600

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kcc*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONSUMER GUARDIAN NETWORK, INC.

The undersigned, acting as the incorporator of Consumer Guardian Network, Inc. under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986¹, submits the following:

ARTICLE I

NAME

The name of this corporation ("Corporation") shall be:

CONSUMER GUARDIAN NETWORK, INC.

ARTICLE II

INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation shall be:

c/o Dale Hartley
4681 Shore Acres Blvd. NE
St. Petersburg, FL 33703

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986. In furtherance of such purposes, the Corporation shall be authorized:

- (a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities.
- (b) To receive and maintain personal or real property, or both; and subject to the restrictions and limitations hereinafter set forth, to use and apply the principal thereof exclusively for charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt under Section 501 (c)(3).
- (c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contribution, gift, bequest or devise from any person, firm, partnership, or corporation, to be utilized in furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- (d) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in the pursuit of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be used exclusively for such purposes.
- (f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use a corporate seal.

(j) To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501 (c) (3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE V

MEMBERSHIP

This Corporation shall not have members.

ARTICLE VI

DIRECTORS

All powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws.

The names and addresses of the initial directors are as follows:

Denise Richardson
35 Arnold Lane
Greenfield, MA 01301

Dale Hartley
4681 Shore Acres Blvd. NE
St. Petersburg, FL 33703

Judith Hardgrove
92 Burnham Rd.
Greenfield, MA 01301

ARTICLE VII

DIRECTORS' AND OFFICERS' COMPENSATION & INDEMNIFICATION

- A. Compensation. A director of the Corporation shall not receive compensation for services as a director; however, an officer of the Corporation may receive reasonable compensation for services rendered to the Corporation as an officer, without regard to whether he or she is also a director. This paragraph shall preclude reimbursement of a director, officer, or a duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount, and approved for payment in the manner provided in the bylaws. This paragraph shall not preclude the payment of reasonable compensation to a director, officer, or duly appointed committee member for services rendered to the Corporation in any other capacity. Notwithstanding any other provisions hereof, the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code.
- B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of

the Corporation. The foregoing right or indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation, or any of them, in amounts determined from time to time by the Board of Directors.

- C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners, or employees, or in which they are interested, or between the Corporation and any corporation,

association, or partnership of which one or more of its directors or officers are shareholders, members, directors, partners, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such actions, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall nevertheless authorize, approve, and ratify such contract or transaction by vote of the majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII

CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the Corporation, and (ii) to make

payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501 (c)(3) of the Internal Revenue Code.

In the even that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Sectin 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision 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 from taxation under Section 501(c)(3).

ARTICLE IX

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporatin pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501 (c)(3) as are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE: X

AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

ARTICLE XI

REGISTERED AGENT

The street address of the initial registered office of the corporation is 4681 Shore Acres Blvd. NE, St. Petersburg, Florida 33703. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process, is Dale Hartley.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 26TH day of AUGUST, 2000.

Dale Hartley
Dale Hartley
4681 Shore Acres Blvd. NE
St. Petersburg, FL 33703

FILED
00 AUG 30 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Dale Hartley
Signature of Registered Agent

Date 8/26/00

Dale Hartley
Signature of Incorporator

Date 8/26/00