

## TRANSMITTAL LETTER

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

SUBJECT: Coalition for Lower Gas Prices, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003393050--4  
-09/14/00--01037--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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: Susan A. Johnson  
Name (Printed or typed)

318 N Monroe Street  
Address

Tallahassee FL 32302  
City, State & Zip

850-222-3730  
Daytime Telephone number

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

T.SMITH SEP 14 2000

**ARTICLES OF INCORPORATION  
OF  
COALITION FOR LOWER GAS PRICES, INC.**

The undersigned Incorporator hereby desires to form and establish a corporation NOT FOR PROFIT pursuant to Chapter 617, Florida Statutes, and hereby files Articles of Incorporation for that reason.

**ARTICLE I - Name**

The name of this Corporation shall be COALITION FOR LOWER GAS PRICES, INC.

**ARTICLE II - Purpose**

The purpose of the Corporation shall be to serve the broad public interest by supporting lower gasoline prices and opposing legislation that stifles competition, and to carry on any other activity which is consistent with the other provisions of these Articles and which may be lawfully carried on by a corporation organized under Chapter 617 of the Florida Statutes and Sections 501(a) and 501(c)(6) of the Internal Revenue Code, as amended. This Corporation is not intended to be a public charity.

**ARTICLE III - Powers**

In order to accomplish the purpose and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(6) of the Internal Revenue Code and relevant Treasury Regulations, as they now exist or as they may hereafter be amended.

**ARTICLE IV - Registered Office and Registered Agent**

The location of the Corporation's principal place of business and its Registered Office in this State is 318 North Monroe Street, Tallahassee, Florida, 32301. The name and address of its Registered Agent in this State is Stephen W. Metz, 318 North Monroe Street, Tallahassee, Florida, 32301. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent.

**ARTICLE V - Members**

The members of the Corporation shall be all of the entities represented by each individual member of the initial Board of Directors, and such other persons or entities as from time to time may become members. Membership shall be limited to entities and individuals who share the common

interest of lower gasoline prices and removing obstacles to competition. New members shall be admitted upon affirmative vote of the Board of Directors or such other manner as provided by the By-Laws of the Corporation as amended from time to time.

#### **ARTICLE VI - Terms of Corporate Existence**

The term for which this Corporation shall exist is perpetual.

#### **ARTICLE VII - Officers**

The Corporation shall have a President and Secretary/Treasurer and may have additional and assistant officers as set forth in the By-Laws of the Corporation. A person may hold more than one office. Officers shall be elected as set forth in the By-Laws of the Corporation.

The names and street addresses of the initial officers, who shall serve until the first election, are as follows:

<u>Office</u>	<u>Name and Street Address</u>
Interim President	Robert McAdam 702 S.W. 8 <sup>th</sup> Street Bentonville, AR 72716-8071

#### **ARTICLE VIII - Directors**

The Board of Directors of this Corporation shall consist of five (5) persons. The number of Directors may be changed from time to time by amendment to the By-Laws. In no event, shall the Board of Directors be less than three (3) persons. The Directors, or the entities which they represent, shall be members of the Corporation and shall be elected according to procedures established in the By-Laws of the Corporation. A majority of the Directors shall be competent to contract.

#### **ARTICLE IX - Board of Directors**

The names and street addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Street Address</u>
Ernie Bach	700 Starkey Road, Bldg 300, Suite 365 Largo, FL 33771-2334
Charles Ganus	200 Peach Street El Rorda, AR 71730
Robert McAdam	702 S.W. 8 <sup>th</sup> Street Bentonville, AR 72716-8071

John Van Gieson

106 E. College Avenue, Suite 300  
Tallahassee, FL 32302

**ARTICLE X - Indemnification & Right to Assume Defense**

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made with respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation. Any indemnification under this article shall be made only upon a determination by a majority of the disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, based upon a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this article.

2. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section 1 above based upon a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct set forth in Section 1 above and upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense of a director, officer, employee, or agent, such defense shall be conducted by the counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to retain counsel and assume the defense of a director, officer, employee, or agent, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among the parties represented in the same action, suit, or proceeding by the counsel

retained by the Corporation, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Section.

3. The foregoing shall not be deemed to limit in any way the powers of the Corporation to indemnify a director, officer, employee, or agent under applicable law.

#### **ARTICLE XI - By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The power to alter, amend, or repeal the By-Laws, or adopt new By-Laws shall be vested in the Board.

#### **ARTICLE XII - Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting by a two-thirds (2/3) vote of these present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way to allow or cause any Member, Director or Officer of the Corporation or any other private individual to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

#### **ARTICLE XIII - Dedication of and Distribution of Assets**

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation, and no Director, Officer, or Member thereof, or any other private individual, may share in any part of the net income or assets of this Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or corresponding provision(s) of any subsequent federal tax laws.

#### **ARTICLE XIV - Dissolution**

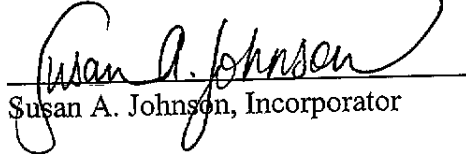
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation, or to such organization(s) organized and operated exclusively for such purposes as shall, at the time, qualify them as exempt organization(s) under Section 501(c) of the Internal Revenue Code (or corresponding provision(s) of any subsequent federal tax laws), as the Board of Directors shall determine.

#### **ARTICLE XV - Incorporator**

The name and address of the Incorporator are as follows:

Susan A. Johnson  
318 North Monroe Street  
Tallahassee, FL 32301

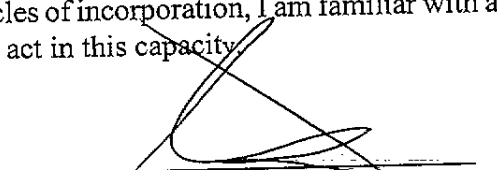
IN WITNESS WHEREOF, the undersigned, being the original Incorporator to the foregoing Articles of Incorporation, has hereunto set her hand this 14 day of September, 2000.

  
Susan A. Johnson, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the articles of incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Stephen W. Metz, as Registered Agent

Date: 9-14-2000

SEP 14 11:05  
TALLAHASSEE  
FLA