

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 225-8870 • 1-800-342-8062 • Fax (850) 222-1222

N000000006523

Central Florida Internet Cooperative, Inc.

-09/29/00--01023--012

***80.75 ***78.75

☒ Art of Inc. File _____
 LTD Partnership File _____
 Foreign Corp. File _____
 L.C. File _____
 Fictitious Name File _____
 Trade/Service Mark _____
 Merger File _____
 Art. of Amend. File _____
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
☒ Cert. Copy _____
 Photo Copy _____
 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
 Driving Record _____
 UCC 1 or 3 File _____
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 UCC 11 Retrieval _____
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FILED
 SECRETARY OF STATE
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CLERK OF STATE
CORPORATIONS
DO OCT -2 PM 12:15

W-23727

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DIVISION OF CORPORATION

10/2/00

Signature

Requested by:

Name _____

Date _____

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

00 OCT -2 PM 12:15

September 29, 2000

CAPITAL CONNECTION, INC.
417 E VIRGINIA ST, STE 1
TALLAHASSEE, FL 32302

SUBJECT: CENTRAL FLORIDA INTERNET COOPERATIVE, INC.
Ref. Number: W00000023727

We have received your document for CENTRAL FLORIDA INTERNET COOPERATIVE, INC. and your check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00051244

Corrected

RECEIVED
00 OCT -2 AM 10:05
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION**OF****CENTRAL FLORIDA INTERNET COOPERATIVE, INC.**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 12:15

The undersigned person, over eighteen years old, acting as Incorporator of a corporation not for profit under Chapter 617, Florida States, hereby files these Articles of Incorporation.

**ARTICLE I
NAME**

The name and address of the corporation not for profit are **CENTRAL FLORIDA INTERNET COOPERATIVE, INC., 11869 High Tech Avenue, Orlando, Florida 32817.**

**ARTICLE II
PURPOSES**

The purpose of the business is to act as a cooperative to provide high quality Internet access to its members and to engage in any activities or services as allowed for corporations not for profit by law. Such business shall not be carried on for profit but for the mutual benefit of all members.

In furtherance of the foregoing purposes, the corporation not for profit shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations not for profit organized under the laws of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporation not for profit purposes, in Florida or elsewhere.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the nonprofit corporation in Florida is 369 N. New York Avenue, Third Floor, Winter Park, Florida 32789, and the name of its registered agent at such address is Scott D. Clark.

ARTICLE IV
CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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 set forth in Article II hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, 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)(12) of the Internal Revenue Code of 1986 (or the corresponding provisions 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 VI
DISSOLUTION

Upon the dissolution of the corporation, 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for specific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(12) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), 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 VII BOARD OF DIRECTORS

The number of directors of this corporation shall be fixed in accordance with the bylaws, except in no event shall there be fewer than three directors. The directors shall be elected for a two-year term.

ARTICLE VIII MEMBERSHIP

The number of memberships that the corporation shall have authority to issue is 100,000. The requirements for membership shall be pursuant to such uniform conditions as may be prescribed by the corporation's bylaws and uniform rules and regulations established by the board of directors.

Each member shall have one and only one vote in the affairs of the corporation.

The distribution of assets on dissolution, after repayment of all capital accounts to members of the corporation not for profit, shall be determined in the proportion to the total patronage of each member compared to the total patronage of all members over the lifetime of the corporation not for profit.

ARTICLE IX ADDITIONAL PROVISIONS

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation of the powers conferred by law.

A. No contract or transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the board of committee thereof which authorizes, approved or ratifies the contract or transaction or solely because his or their votes are counted for such purpose if:

(i) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors, the committee and the board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified in good faith by vote of the members; or

(iii) The contract or transaction was fair as to the corporation not for profit.

B. A director acting in his capacity as director for the corporation not for profit shall have no personal liability to the corporation or to its members for monetary damages for breach of fiduciary duty as a director; except the director shall remain liable for any breach of the director's duty of loyalty to the corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or knowing violations of law; or any transaction from which the director derived an improper personal benefit.

ARTICLE X CORPORATION NOT FOR PROFIT INCORPORATOR

The name and address of the person, who is a resident of Florida, filing the articles of incorporation are **Scott D. Clark, 369 N. New York Avenue, Third Floor, Winter Park, Florida 32789.**

ARTICLE XI AMENDMENT

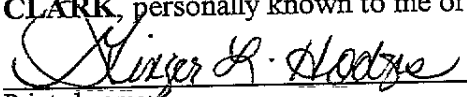
This corporation not for profit reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto. Said amendment shall be approved by a two-thirds majority vote of the directors. No amendment shall be allowed which would in any way jeopardize the corporation's tax exemption under Section 501 of the 1986 Internal Revenue Code or its successors.

DATED at Winter Park, Florida, on September 27, 2000.



Scott D. Clark

SWORN TO AND SUBSCRIBED before me on September 27, 2000 by **SCOTT D. CLARK**, personally known to me or who has produced N/A as identification.



Printed name:
Notary Public - State of Florida at Large
Commission Number:
My Commission expires:



Ginger L. Hodges
MY COMMISSION # CC955360 EXPIRES
August 15, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 12: 15

In pursuance of FLA. STAT. §48.091, the following is submitted, in compliance with said Act:

That **CENTRAL FLORIDA INTERNET COOPERATIVE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Scott D. Clark, located at 369 N. New York Avenue, Third Floor, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: September 27, 2000.



Scott D. Clark