



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

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March 27, 2002

CORPORATION NAME(S) AND DOCUMENT NUMBER(S):

No 2000002391

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

RECEIVED
FILLED
APR 27 PM 9:46
2002 APR -2 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 APR -2 AM 10:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 27, 2002

UCC FILING & SEARCH SERVICES INC.
526 EAST PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: APCO FOUNDATION, INC.
Ref. Number: W02000008643

We have received your document for APCO FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 602A00018401

RECEIVED
02 APR -2 PM 2:04
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

APCO FOUNDATION, INC.

A Florida corporation not for profit

FILED

2002 APR -2 AM 10:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1

NAME

The name of this corporation is: APCO Foundation, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The purposes of this corporation shall be exclusively charitable in nature, to-wit:

A. To operate exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code (IRC), including, but not limited to, assisting and educating public safety agencies regarding the implementation of call locating technologies. In furtherance of such purposes, this corporation may make distributions to Federal, state or local governments or agencies, or organizations that qualify as exempt organizations under IRC Section 501(c)(3).

B. No substantial part of the activities of the corporation shall be the 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 IRC Section 501(c)(3), or (b) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

C. To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with the carrying out of its aforesaid purposes.

D. To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.

E. To have one or more offices and to conduct its business and promote its objectives within the State of Florida and the United States without restriction as to place or manner.

F. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

G. To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or

direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

H. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as Trustee, or in any other fiduciary capacity, wheresoever situate.

I. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in these Articles or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, Trustee, or otherwise.

K. To distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by IRC Section 4942.

L. The corporation shall not engage in any act of self-dealing as defined in IRC Section 4941(d).

M. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

N. The corporation will not retain any excess business holdings as defined in IRC Section 4943(c).

O. The corporation will not make any investments in such manner as to subject it to tax under IRC Section 4944.

P. The corporation will not make any taxable expenditures as defined in IRC Section 4945(d).

Q. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under IRC Section 501(c)(3), as the Board of Directors shall determine.

ARTICLE 4

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 351 N. Williamson Blvd., Daytona Beach, Florida 32114. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 5

DIRECTORS

The members of the Board of Officers of APCO International, Inc. shall serve as the directors of this corporation. The number of directors constituting the initial board of directors is four (4) and the name and address of each person who is to serve as a member thereof are as follows:

President:	Glen S. Nash
	State of California
	DGS Communications
	601 Sequoia Pacific Boulevard
	Sacramento, CA 95814

President-Elect: Thera Bradshaw
The City and County of San Francisco
Emergency Communications Department
1011 Turk Street
San Francisco, CA 94102

First Vice President: Vincent R. Stile
Suffolk County Police Communications Bureau
30 Yaphank Avenue
Yaphank, NY 11980

Second Vice President: Gregory S. Ballentine
Mid-America Regional Council
600 Broadway
300 Rivergate Center
Kansas City, MO 64105

The number of directors shall change from time to time as needed to match the number of seats on the APCO International, Inc. Board of Officers, but shall never be less than three. Directors shall be elected as provided in the Bylaws.

ARTICLE 6

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Executive Director and Secretary: John K. Ramsey
APCO International, Inc.
351 N. Williamson Blvd.
Daytona Beach, FL 32114

ARTICLE 7

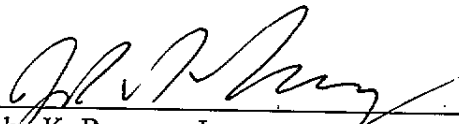
AMENDMENTS TO ARTICLES OF INCORPORATION

These articles may be amended from time to time as necessary, by a majority vote of the board of directors.

ARTICLE 8

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and

acknowledge these articles this 26 day of March, 2002.

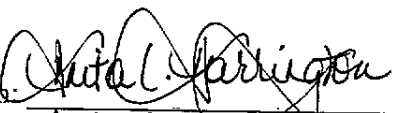

John K. Ramsey, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 26th day of March, 2002, by John K. Ramsey, who is personally known to me or has produced _____ as identification and has not taken an oath.

NOTARY PUBLIC:



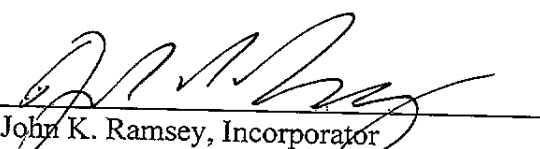
Sign: 
Print: ANITA L. HARRINGTON
State of Florida At Large
(Seal)
My Commission Expires:
Title/Rank: _____
Commission Number: DD084886

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, APCO Foundation, Inc. hereby designates Palmetto Charter Services, Inc., 150 Magnolia Avenue, Daytona Beach, Florida 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

APCO Foundation, Inc.

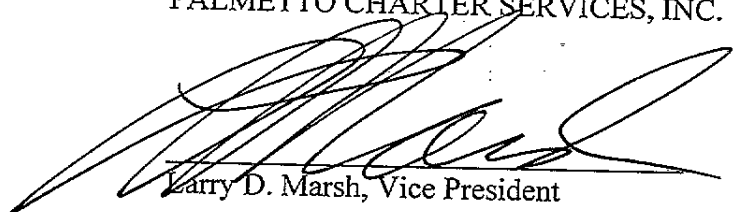
By:


John K. Ramsey, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of APCO Foundation, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.


Larry D. Marsh, Vice President

FILED
2002 APR - 2 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA