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FLORIDA NON-PROFIT CORPORATION

NETSPACE FRANCHISE OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF

NETSPACE FRANCHISE OWNERS ASSOCIATION, INC.

(A Not for Profit Corporation in Compliance with Chapter 617 of the Florida Statutes)

* * *

ARTICLE 1

Name

The name of this Corporation is Netspace Franchise Owners Association, Inc.

ARTICLE 2

Purpose

The Corporation is organized as a trade association for owners of the Netspace franchise. The purpose of the Corporation shall be to promote the mutual interests of its Members as Netspace franchise owners, including:

The sharing of information and techniques concerning the operation of their businesses.

Providing a forum where Members can discuss their business operations.

Develop a unified voice for Members in dealing with issues concerning their franchises.

Seek out and promote opportunities and activities beneficial to their franchises.

ARTICLE 3

Directors

The method of election of the directors of this Corporation shall be stated in the Bylaws.

ARTICLE 4

Income and Distribution

The Corporation shall be a non-profit Corporation. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or private persons. The Corporation shall be authorized to pay reasonable compensation for services rendered, to reimburse for reasonable expenses incurred on its behalf, and to make payments for expenses in furtherance of the purposes set forth in Article 2 of these Articles of Incorporation.

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ARTICLE 5

Indemnification of Directors, Officers and
Other Authorized Representatives

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 to another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, Corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

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H04000098052 3

ARTICLE 7

Principal Office, Registered Office, Registered Agent

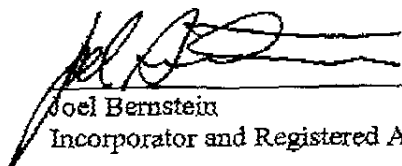
The address of the principal office of this Corporation is 2801 N.E. 208th Terrace, 2nd Floor, Miami, Florida 33180. The address of the registered office of the Corporation is 2666 Tigertail Avenue, Suite 104, Miami, Florida 33133. The name of the initial registered agent of this Corporation at that address is Joel Bernstein. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

ARTICLE 8

Incorporator

The name and address of the person signing these Articles is Joel Bernstein, 2666 Tigertail Avenue, Suite 104, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of April, 2004.


Joel Bernstein
Incorporator and Registered Agent

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