

Jun. 9, 2004 4:20 PM

Milam & Howard, P.A.

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FLORIDA NON-PROFIT CORPORATION

JaxWIZ, Inc.

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ARTICLES OF INCORPORATION

FOR

**JAXWIZ, INC.
a not-for-profit corporation**

ARTICLE I

**NAME, INCORPORATOR, PRINCIPAL OFFICE,
REGISTERED OFFICE AND REGISTERED AGENT**

Section 1.1 Name. The name of the Corporation is JaxWIZ, Inc. (the "Corporation").

Section 1.2 Offices. The principal office and mailing address of the Corporation is: 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202.

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

Section 1.3 Registered Agent. The registered office of the Corporation is: 50 North Laura Street, Suite 2900, Jacksonville, Florida 32202.

The name and address of the registered agent of the Corporation is:

Milam Howard Nicandri Dees & Gillam, P.A.
50 North Laura Street, Suite 2900
Jacksonville, Florida 32202

Section 1.4 Incorporator. The incorporator of the Corporation is over 18 years of age. name and address are:

G. Alan Howard
Milam Howard Nicandri Dees & Gillam, P.A.
50 North Laura Street, Suite 2900
Jacksonville, Florida 32202

**ARTICLE II
PURPOSES AND POWERS**

Section 2.1 Purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Florida Not-For-Profit Corporation Act, F.S.A. § 617.0301 et seq. The nature of the Corporation's non-profit business is:

- (a) to engage solely in those lawful acts or activities which advance the following purposes:

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1. The advancement of education and science through the provision of free high-speed wireless Internet services in under-served lower-income neighborhoods;
2. The charitable undertaking of design, installation and deployment free high-speed wireless Internet services in under-served lower-income neighborhoods;
3. The supply of the necessary equipment and labor to design, install and deploy free high-speed wireless Internet services in under-served lower-income neighborhoods; and
4. The provision of technical support and on-going maintenance for free high-speed wireless Internet services in under-served lower-income neighborhoods.

(b) To engage in any or all lawful business purposes or enterprises not for pecuniary profit for which corporations may be organized under the Florida Not-For-Profit Corporation Act in furtherance of the foregoing purposes.

Section 2.2 Powers.

(a) The Corporation shall have all the powers conferred upon a corporation under the provisions of the Florida Not-For-Profit Corporation Act, F.S.A. § 617.0302 et seq., and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

(b) The Corporation is formed upon the articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to corporations contained in the general law of this State.

ARTICLE III

NO MEMBERSHIP CERTIFICATES

The Corporation is a not-for-profit corporation under the general laws of the State of Florida. The Corporation shall not issue membership certificates.

ARTICLE IV

TERM

The term of the Corporation is perpetual.

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ARTICLE V
BOARD OF DIRECTORS

Section 5.1 Number. The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The directors and their successors shall be elected or appointed by the Members, pursuant to such procedures as are specified in the Bylaws.

Section 5.2 Indemnification. The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, as amended from time to time.


ARTICLE VI
AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the Corporation, whether annual or otherwise, subject to approval by the Members.

APPROVAL

These Articles of Incorporation were duly adopted by the Incorporator of the Corporation on June 9, 2004.

I, the undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand, this 9th day of June, 2004.


G. Alan Howard, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at the place designated in Article I of these Articles of Incorporation, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with these provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 9th day of June, 2004.

**Milam Howard Nicandri
Dees & Gillam, P.A.**

By: 

G. Alan Howard, as President

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