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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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State

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Phone

CORPORATION(S) NAME

International Pest Control Operators
Network, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

04 JUN -2 AM 10:22
DIVISION OF CORPORATION

May 12, 2004

EMPIRE

SUBJECT: INTERNATIONAL PEST CONTROL OPERATORS NETWORK, INC.
Ref. Number: W04000018251

We have received your document for INTERNATIONAL PEST CONTROL OPERATORS NETWORK, 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):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

If you are filing a NOT FOR PROFIT CORPORATION, correct the cited Florida Statute in the Certificate of Designation of Registered Agent/Registered Office form to 617, Florida Statutes.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 604A00033114



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 2, 2004

EMPIRE

SUBJECT: INTERNATIONAL PEST CONTROL OPERATORS NETWORK, INC.
Ref. Number: W04000018251

We have received your document for INTERNATIONAL PEST CONTROL OPERATORS NETWORK, 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):

The name of the entity must be identical throughout the document.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 604A00033114

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2004

EMPIRE

SUBJECT: INTERNATIONAL PEST CONTROL OPERATORS NETWORK, INC.
Ref. Number: W04000018251

You failed to make the correction(s) requested in our previous letter.

If you are filing a NOT FOR PROFIT CORPORATION, correct the cited Florida Statute in the Certificate of Designation of REgistered Agent/Registered Office form to 617, Florida Statutes.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 604A00033114

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01 JUN 21 AM 10:32
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL PEST CONTROL OPERATORS NETWORK, INC.

2004 JUN 21 P 12: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation shall be the International Pest Control Operators Network, Inc.

Article II - Definition

The terms "PCO Partner" or "PCO Member" includes: any independent firm or corporation actively engaged in the performance of structural pest control services commercially to the public at large. Further inclusion in "International Pest Control Operators Network, Inc." shall be "Affiliate Member", which is a person, firm, or corporation which manufactures or supplies products, equipment, and/or other materials or services to the pest control industry. A PCO Life Member includes any former PCO Partner, PCO Member, or Affiliate member that retires from pest control in good standing with International Pest Control Operators Network, Inc.

Article III – General Nature of Business and Corporate Powers

Section 1. The general nature of the business to be conducted by the Corporation shall be:

- (1) To promote general standards and ethics of the pest control industry.
- (2) To foster research and distribution of knowledge of the industry among its membership.
- (3) To foster, promote, maintain and encourage the civic, social, commercial, and industrial welfare of the pest control industry.
- (4) To cooperate with the National Pest Management Association, State and Local Pest Control and Pest Management Associations, and with Federal, State, and Local Government authorities, and/or other organizations sympathetic to the purposes of International Pest Control Operators Network, Inc., for the good of the community and

the industry.

(5) To cooperate with scientific and educational institutions in matters of interest to the pest control industry.

(6) To consider and deal with those common industry problems affecting the harmony and unity among the members; to secure cooperative action in advancing the common purposes of its members, foster equity in business usages, and promote activities aimed to enable the industry to conduct itself with the greatest economy and efficiency.

(7) To do anything necessary and proper for the accomplishment of any objects herein set forth or which shall be recognized as proper and lawful objectives of trade associations, all of which shall be consistent with the public interest, as well as in the interest of this industry and trade.

(8) To perform a cooperative effort between PCO Partners to acquire regional and national pest control accounts.

Section 2. In furtherance of these purposes and objects, but not in limitation thereof, International Pest Control Operators Network, Inc. shall have all the powers granted corporations not for profit under the Laws of the State of Florida, including, but not limited to the power:

(1) To collect and disseminate statistics and other information.

(2) To conduct investigations and submit reports with reference/technical research, testing, supplies and materials, and application methods.

(3) To conduct trade promotion activities, including advertising and publicity.

(3) To advance lawful and fair trade practices, customs, and usages.

(4) To promote the arbitration of dispute.

(5) To further vocational and sales training and education, of those connected with or desirous of becoming affiliated, with International Pest Control Operators Network, Inc.

(6) To further the reduction of accidents and the establishment of safe methods and practices, in performance of pest control operations.

(7) To promote sound accounting practices and cost accounting methods.

(8) To promote an exchange of credit information.

(9) To engage in any lawful activities which will enhance the efficient and economic progress of the industry and apprise the public of its scope and character.

- 10) To utilize our nationwide membership of PCO Partners to solicit and acquire national and regional accounts by which any single member firm would be unable to acquire.
- 11) To utilize our nationwide membership of PCO Partners and PCO Members to buy products, equipment, and services in large quantities, thereby acquiring them at a more economical cost, than could be acquired by a single member firm.

Article IV – Membership

Section 1. Classes of Membership. The corporation shall have three (4) classes of memberships, which shall be designated as PCO Partner, PCO Member, Affiliate Member, and Life Member.

- (1) **PCO Partner:** A PCO Partner is an individual or pest control firm that is involved with securing and performing pest management services in cooperation with other PCO Partners of International Pest Control Operators Network, Inc. PCO Partners shall have all benefits of International Pest Control Operators Network, Inc. Membership.
- (2) **PCO Member:** A PCO Member is an individual or pest control firm that is not involved with securing and performing pest management services with PCO Partners of International Pest Control Operators Network, Inc. PCO Members shall share all other benefits of International Pest Control Operators Network, Inc. membership. PCO Members shall pay lesser membership dues than PCO Partners as agreed upon by the Board of Directors.
- (3) **Affiliate Member:** An Affiliate Member is an individual, firm, or corporation that manufactures or supplies products, equipment, and/or other materials or services to the pest control industry, but is not in the business of performing pest management services. Affiliate Members shall pay lesser membership dues than PCO Members as agreed upon by the Board of Directors.
- (4) **Life Member:** A Life Member is an individual who retires from pest control as an active member in good standing. Life members are encouraged to take part in message boards of International Pest Control Operators Network, Inc. and lend their "wisdom" where appropriate. Life Members shall not be required to pay dues.

Section 2. Active Membership. Any independent pest control firm or organization which, in the opinion of the Board of Directors is in sympathy with the purposes of International Pest Control Operators Network, Inc., shall be eligible for membership provided said pest control firm or organization fulfills the following requirements:

- (1) The applicant must satisfy the Membership Committee as to the responsibility of the firm or organization and as to his/her personal character and responsibility.
- (2) The applicant must be licensed and insured to perform pest control in the state or country where it performs business. A current copy of PCO license and company liability insurance certificate for all PCO Partners and PCO Members will be forwarded to the

Secretary within 15 days of each renewal.

- (3) PCO Partners will be required to carry no less than the minimum amount of company liability insurance required by any customer, for which a bid is submitted.
- (4) PCO Partners, PCO Members, Affiliate Members, and Life Members, will hold International Pest Control Operators Network, Inc. harmless from any legal action or suit brought against them personally or their firm.

Section 3. Voting. Each PCO Partner firm or PCO Member firm shall have one vote and shall appoint one person to be its representative to vote and act for the member firm in all affairs of International Pest Control Operators Network, Inc. Affiliate Members and Life Members shall have no vote. Additional rights, obligations and restrictions on the various levels of membership shall be set forth in the By-Laws.

Article V - Duration of Membership

Section 1. Period of Membership.

Membership shall continue during the existence of International Pest Control Operators Network, Inc. unless terminated or suspended as hereinafter provided or by death of the member.

Section 2. How Terminated.

- (1) Active Membership shall automatically terminate if and when a PCO Partner or PCO Member ceases to be engaged in the business of Pest Control as defined in Article IV.
- (2) Changes in ownership of a firm or organization shall necessitate a cancellation of the existing membership and a new application for membership on the part of the new owners, if they desire to be members. The new applicant must meet the requirements for membership as set forth herein.
- (3) The Board of Directors shall terminate the membership of any partner or member who shall have ceased to abide by the Articles of Incorporation and By-Laws of this corporation by votes of not less than the majority of the membership at a meeting called for that purpose.
- (4) The membership of any partner or member may be terminated or temporarily suspended by the Board of Directors for a reason that the Board of Directors may deem sufficient by votes of not less than the majority of the members at a meeting called for that purpose.
- (5) In any case, the partner or member shall be given at least 30 days notice in writing of such pending action in order that he /she may have the opportunity of appealing

to the Board of Directors to state his /her case. Service of notice shall be by personal delivery, return requested email, or by registered letter to his /her last known address.

- (6) In case of such decision to terminate or suspend membership, the secretary shall notify the member within 7 days after the date of Board's decision. Such a member may, within 14 days from the date of such action submit an appeal in writing to the membership of International Pest Control Operators Network, Inc. Then the Board of Directors shall set this for the next regular meeting, unless the matter at hand is of an emergency nature. Then the Board of Directors shall set a date for a special meeting of International Pest Control Operators Network, Inc. to be held within 60 days of the date of the notice of appeal and the Secretary shall give each PCO Partner and PCO Member written notice of such meeting and of the business to come before it 10 days prior to the date of the meeting.
- (7) The action of the Board shall be final if no appeal is taken; but if appeal is taken, then the action of International Pest Control Operators Network, Inc. membership shall be final.
- (8) Non-payment of dues and/or assessments may be the cause for suspension from International Pest Control Operators Network, Inc., or other disciplinary action, in accordance with the procedure hereinafter provided for. Suspended partner or member at the discretion of the Board may be reinstated to membership upon his/her petition and payment of all his/her indebtedness to International Pest Control Operators Network, Inc., provided that he /she meets the qualifications for membership as set forth herein.
- (9) Loss of License or company liability insurance through action by the State or Country in which PCO Partner or PCO Member does business.

Section 3. Resignation. The resignation of any member shall be in writing addressed to the President or the Secretary and shall be accepted provided that all indebtedness of the member to International Pest Control Operators Network, Inc. has been paid.

Section 4. Forfeiture of Property Interest. Any partner or member whose membership has been terminated in any manner whatsoever shall forfeit all interest in any funds or other property belonging to International Pest Control Operators Network, Inc.

Article VI – Meetings

Section 1. International Pest Control Operators Network, Inc. shall meet as provided in the By-Laws.

Section 2. The Annual Meeting and election of officers of this Association shall be held as provided in the By-Laws.

Article VII – Dues

Every PCO Partner, PCO Member, and Affiliate Member shall pay as annual dues such sums as may be prescribed in the By-Laws.

Article VIII - Officers & Directors

Section 1. The corporate officers of International Pest Control Operators Network, Inc. shall consist of a President, a Vice President, a Treasurer, a Secretary and three Directors. (The immediate past President will automatically become a director at the end of his/her term of office, the other two directors are elected.)

Section 2. The Officers and Directors shall assume office as ~~stated~~ in the By-Laws.

Section 3. There may be a Regional Advisor appointed by the President, to represent the President, in each area where there are two or more Association members.

Section 4. The Board may appoint an "Operations Officer" to assist the Board in the General Administration of International Pest Control Operators Network, Inc., and other functions.

Section 5. There may be Committee Chairpersons appointed by the Board following the General election to serve at the direction of the Board. The Board shall determine the term of office.

Article IX - Duties of the Board of Directors

The Board of Directors shall have full charge of the property, funds, and the general management of the affairs of International Pest Control Operators Network, Inc., subject to such instructions as may be given by the membership at any duly called meetings of International Pest Control Operators Network, Inc.

Section 1. The decisions of the Board of Directors in all International Pest Control Operators Network, Inc. matters shall be final, subject only to an appeal to International Pest Control Operators Network, Inc. membership as hereinafter provided.

Section 2. The Board of Directors shall constitute a Board of Appeal from rulings and actions of all officers and committees.

Section 3. Each elected officer and/or director must be an active partner or member in good standing of International Pest Control Operators Network, Inc.

Section 4. Any partners or members, who may deem any action of the Board of Directors as contrary to this Constitution and By-Laws, may serve notice in writing to the Secretary to call a special meeting, or place at his /her request for a hearing on the matter, on the agenda of a

regular meeting. The Secretary shall, upon receipt of the member's communication, advise the Board of Directors and they shall set a time for a hearing either in a regular meeting or in a special meeting called within 30 days. The membership shall be notified, being given 10 days written or email notice of such event. The membership may upon completion of the hearing render a decision, or it may postpone its vote until the next regular meeting of International Pest Control Operators Network, Inc. Reversal of a decision of the Board shall require a majority vote of the active partners and members. The decision shall be final.

Article X - Acceptance & Compliance with the Articles of Incorporation and By-Laws

A member by payment of his/her dues, thereby accepts the principles of International Pest Control Operators Network, Inc. and submits himself /herself to and agrees to comply with the Articles of incorporation and By-Laws, and on these conditions alone is entitled to the privileges of International Pest Control Operators Network, Inc. partnership or membership. No partner or member shall be absolved from the observance of the Articles of Incorporation and By-Laws on the neither plea that he/she neither received nor read a copy of them.

Article XI - Amendment of the Articles of Incorporation

These Articles of Incorporation may be revised, altered, or amended at any meeting of International Pest Control Operators Network, Inc., but only by an affirmative vote of the majority of the members voting at such meeting; and provided that the exact text of the proposed changes, together with notice that the changes are to be considered, shall have been submitted to the members by the Secretary at least ten (10) days prior to the date of the meeting.

Article XII - Dissolution of International Pest Control Operators Network, Inc.

Upon dissolution of International Pest Control Operators Network, Inc. any assets or funds shall be donated to a nonprofit organization sympathetic to the pest control industry, as determined by the Board of Directors.

Article XIII – Initial Principal Office

The street address of the initial principal office of International Pest Control Operators Network, Inc. shall be 34 Kresson Road, Cherry Hill, New Jersey 08034.

Article XIV- Incorporator

The incorporator of International Pest Control Operators Network, Inc. is Gregory Willis, 1611 Island Way, Weston, Florida 33326.

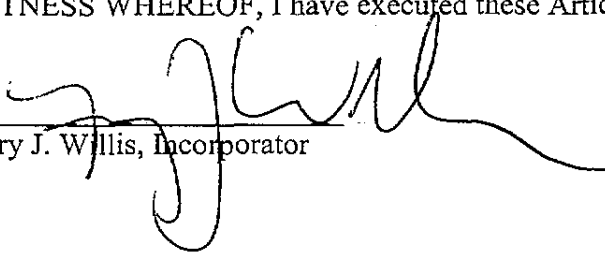
Article XV- Registered Agent

International Pest Control Operators Network, Inc. designates its initial registered agent and registered agent's office as Gregory Willis, 1611 Island Way, Weston, Florida 33326

Article XVI- Commencement of Existence

International Pest Control Operators Network, Inc. shall commence existence upon the filing of the Articles of Incorporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 25th day of May, 2004.



Gregory J. Willis, Incorporator

FILED

2004 JUN 21 P 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

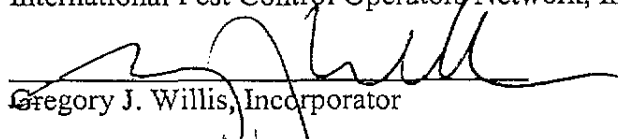
Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is International Pest Control Operators Network, Inc.
2. The address of the registered office is 1611 Island way, Weston Florida 33326.
3. The name of the registered agent at the registered office is Gregory Willis

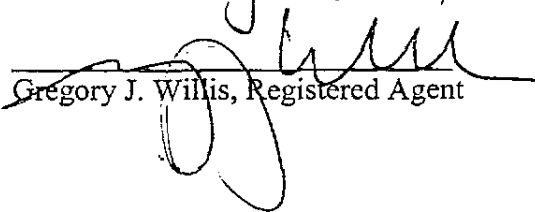
Dated: May 25, 2004

International Pest Control Operators Network, Inc.


Gregory J. Willis, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 25, 2004


Gregory J. Willis, Registered Agent