

No 4000009689

Florida Department of State
Division of Corporations
Public Access System

04 OCT 12 AM 9:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000203703 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FISHER & SAULS, P.A. /so
Account Number : 076666001271
Phone : (727) 822-2033
Fax Number : (727) 822-1633

File : 52513 138 338

FLORIDA NON-PROFIT CORPORATION

ST. PETE SMARTOWN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

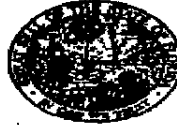
FAX CONFIRMATION	
FAX NUMBER	850 205 0381
DATE FAXED	10-12-04
TIME FAXED	2:13
FAXED BY	

10/12/2004 15:45 FAX 7278221633
850-205-0381

FISHER&SAULS.P.A.

002/007

10/12/2004 3:23 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda H. Hood
Secretary of State

October 12, 2004

FISHER & SAULS PA

SUBJECT: ST. PETE SMARTOWN, INC.
REF: W04000037608

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Document Specialist
New Filings Section

FAX Aud. #: H04000203703
Letter Number: 104A00058935

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

HO4000203703
SECRETARY OF STATE
DIVISION OF CORPORATION
04 OCT 12 AM 9:36

**ARTICLES OF INCORPORATION
OF
ST. PETE SMARTOWN, INC.**

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation ST. PETE SMARTOWN, INC. and its principal office or mailing address is: 100 I* Avenue South, Suite 477, St. Petersburg, Florida 33701.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for the following purposes:

- a. To promote, test, evaluate, build-out and engage in all operations of wireless systems;
- b. To educate and train in the use and development of any and all varieties of the wireless computer and communication system standards known as IEEE802.11a, b and g, and successors thereto and variations thereof;
- c. To develop, promote and use protocols that can be standardized and used in wireless systems;
- d. To test, evaluate and build-out wireless systems that can be used for both business and public health and safety applications;
- e. To promote economic development in Saint Petersburg and the surrounding areas by promoting wireless networks.
- f. To do all things necessary for the accomplishment of the purposes set forth above.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 **Net Earnings.** 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 **Activities.** 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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended; or (ii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed as allowed pursuant to Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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 6: MEMBERS

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. The initial Board of Directors named in Article 8 shall be the founding members of the Corporation. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefor.

6.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

6.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

ARTICLE 7: OFFICERS

7.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

7.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

7.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Don Shea	President	100 1st Avenue South, Suite 477 St. Petersburg, Florida 33701
J. Kenneth Parker	Vice President	5140 31 st Avenue South Gulfport, Florida 33707
Robert Kapusta, Jr.	Secretary	100 2 nd Avenue South, Suite 701 St. Petersburg, Florida 33701
Mohan Pundari	Treasurer	1900 Arrowhead Drive NE St. Petersburg, Florida 33703

7.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 8: BOARD OF DIRECTORS

8.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

8.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

8.03 Number. The number of Directors constituting the initial Board of Directors and founding members are seven (7) persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence D. Karisny	532 Crystal Drive, Madeira Beach, Florida 33708
Don Shea	100 1st Avenue South, Suite 477, St. Petersburg, Florida 33701
Judson Hall	4902 31 st Avenue South, Unit 103, Gulfport, Florida 33707
Mohan Pundari	1900 Arrowhead Drive NE, St. Petersburg, Florida 33703
J. Kenneth Parker	5140 31 st Avenue South, Gulfport, Florida 33707
Ronald J. Mudry	100 2 nd Avenue South, Ste 400S, St. Petersburg, Florida 33701
Robert Kapusta, Jr.	100 2 nd Avenue South, Suite 701, St. Petersburg, Florida 33701

ARTICLE 9: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 10: AMENDMENT OF ARTICLES OF INCORPORATION

10.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

10.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

ARTICLE 11: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701 the registered agent thereat shall be Robert Kapusta, Jr.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of October, 2004.


Robert Kapusta, Jr.

INCORPORATOR

10/12/2004 15:47 FAX 7278221633

FISHER&SAULS,P.A.

007/007

H04000203703 3

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 12th day of October 2004.


Robert Kapusta, Jr. Registered Agent

FILED STATE
SECRETARY OF CORPORATION
DIVISION
OCT 12 AM 9:36