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LINDELL FARSON & PINCKET, PA → 18502050381

NO-238

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Internet Remarketing Business Roundtable, Inc.

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**ARTICLES OF INCORPORATION
OF**

INTERNET REMARKETING BUSINESS ROUNDTABLE, INC.

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows.

ARTICLE I

Name

The name of the corporation shall be Internet Remarketing Business Roundtable, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be 712 Evans Street, Franklin, TN 37064.

ARTICLE III

Purpose

The corporation is not formed for pecuniary profit or financial gain. The corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the corporation is organized are and shall be to operate as a business league (trade association) promoting the development of standards and best practices for online vehicle remarketing and as a forum for information, education and exploration of the key issues and trends affecting vehicle remarketing without profit and for the sole and exclusive benefit of its members, all in a manner consistent with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

The corporation may receive and administer funds for educational and charitable purposes, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. This corporation shall have all of the powers conferred upon a corporation by the laws of the State of Florida, except as herein prohibited or as forbidden by the Bylaws of the corporation, including, but not limited to, the power to acquire, take, receive, purchase, own, hold, use, manage, lease, mortgage, pledge, encumber, sell, convey or otherwise dispose of any property, real, personal and mixed, tangible and intangible; to issue bonds, notes, evidences of indebtedness, receipts and obligations; to receive donations and contributions; to make donations to organizations created for similar or like purposes; and to have and exercise all other corporate rights and powers and to do all lawful acts necessary or desirable to carry out its purposes, consistent with the laws of the State of Florida and Section 501(c)(6) of the Internal Revenue Code (as it now exists or from

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time to time may be amended) and not inconsistent with these Articles of Incorporation or the Bylaws.

In addition, the corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. Further, the corporation's activities are limited by any and all other restrictions which are required to obtain and maintain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

In addition, this corporation is organized for the purposes of devoting and applying the property of the corporation and the income derived therefrom exclusively for the foregoing purposes and the promotion thereof in general, as distinguished from the performance of services for individual persons. This corporation is not organized for profit and no part of its net earnings, if any, shall inure to the benefit of any private shareholder, individual or member.

Though no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, directors, officers or other private persons, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation set forth herein.

This corporation shall neither have nor issue capital stock, and nor shall it pay any dividends.

ARTICLE IV

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) Directors. The Board shall consist of an odd number of Directors. Each Director shall be a person entitled to cast a vote in the Corporation, except as otherwise provided herein or in the By-laws. The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Hctor	500 Jim Moran Blvd. Deerfield Beach, FL 33442
Mark Jensen	1620 South Stapley Drive, Suite 232 Mesa, AZ 85204
Ray Basha	440 Sawgrass Corporate Pkwy

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	Suite 102 Sunrise, FL 33325
John Possumato (Vice Chairman)	213 W. Institute Place, Suite 408 Chicago, IL 60610
Tony French	815 West Buren Street, Suite 50 Chicago, IL 60607
Clive Kinross	11 Church Street, Suite 200 Toronto, ON M5E 1W1
Thakar Singh	650 Northland Blvd., Suite 600 Cincinnati, OH 45240
Dick Curtis	28614 8 th Place South Federal Way, WA 98003
Kurt Biggar (Chairman)	P.O. Box 266 Union Mills, NC 28167

Directors shall be elected at the annual meeting of the Corporation members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE V

Officers

The affairs of this corporation shall be managed by officers consisting of a President, a Secretary and a Treasurer. The Board of Directors shall have the power to create the offices of one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Each of the officers shall be elected by the members of the Corporation annually and in the manner provided in the Bylaws; and each officer shall hold his respective office for one (1) year or until his successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors. Any person may hold two (2) or more offices, except that the President shall not serve as either Secretary or Assistant Secretary of this corporation. The names and addresses of the initial officers who shall serve until the election and qualification of their respective successors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President	Kurt Biggar	P.O. Box 266 Union Mills, NC 28167
Vice President	John Possumato	213 W. Institute Place, Suite 408

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Chicago, IL 60610

Secretary/Treasurer Pierre Pons

P.O. Box 682111
Franklin, TN 37068**ARTICLE VI****By-Laws**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VII**Term**

The term of the Corporation shall be perpetual.

ARTICLE VIII**Registered Office and Registered Agent**

The Corporation hereby appoints Lindell Farson & Pincket, P.A., located at 12276 San Jose Blvd, Suite 126, Jacksonville, Florida 32223, as its initial registered agent of the Corporation. Both the Corporation's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE IX**Incorporation**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Brian G. Pincket, Esquire
Lindell Farson & Pincket, P.A.
12276 San Jose Blvd., Suite 126
Jacksonville, Florida 32223

17 IN WITNESS WHEREOF, the subscribers have hereunto offered their signatures this
day of August, 2006.


Brian G. Pincket
Incorporator

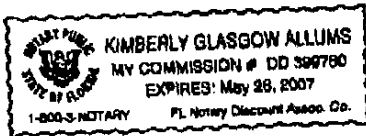
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STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Brian G. Pincket, who being duly sworn, severally acknowledged the execution of the foregoing Articles of Incorporation of INTERNET REMARKETING BUSINESS ROUNDTABLE, INC., for the purposes expressed in such Articles this 18th day of August, 2006. He is personally known to me or has produced _____ as identification.

(Notary Seal)



Print Name: _____

Notary Public State of Florida at Large

My Commission Expires: _____

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LINDELL FARSON & PINCKET, PA → 18502050381

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance With Section 48.091, Florida Statutes, the following is submitted:

Internet Remarketing Business Roundtable, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 712 Evans Street, Franklin, TN 37064, has named Lindell Farson & Pincket, P.A., located at 12276 San Jose Blvd. Suite 126, Jacksonville, Florida 32223, its agent to accept service of process within Florida.



Pierre Pons, Secretary

Dated: August 17, 2006

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Lindell Farson & Pincket, P.A.

By: 

Brian G. Pincket, Esquire

Dated: August 17, 2006

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