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**FLORIDA PROFIT/NON PROFIT CORPORATION  
COALITION FOR PERFORMANCE ADVERTISERS, AFFILIATES &**

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**CONSUMERS,  
INC.**

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**ARTICLES OF INCORPORATION  
OF  
COALITION FOR PERFORMANCE ADVERTISERS, AFFILIATES & CONSUMERS, INC.**

**A Corporation Not for Profit  
Under Chapter 617 of the Florida Statutes**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

COALITION FOR PERFORMANCE ADVERTISERS, AFFILIATES & CONSUMERS, INC.

The principal address and the mailing address of the corporation shall be:

c/o Michael J. Wilson  
200 South Orange Avenue  
Sarasota, Florida 34236

**II.  
PURPOSE OF CORPORATION**

The corporation shall be organized and operated exclusively as a non-profit business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding section of any United States Internal Revenue Law. The specific nature, objects and purposes of the corporation shall be:

1. To operate without profit as a trade association established by concerned Internet advertisers and their affiliates to ensure that consumers have a positive experience when purchasing products on the Internet from vendors;

2. To certify Internet marketing campaigns that meet or exceed applicable federal and state laws and regulations while providing consumers a forum to report abuse and questionable business practices of non-compliant Internet campaigns, advertisers and their affiliates; and

3. To otherwise operate and function in the best interests of the corporation's members to improve business conditions generally for consumers that purchase products on the Internet from vendors.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons, except that the

H09000265134 3

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corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **III. BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons and not more than fifteen (15) persons, as determined pursuant to provisions of the corporation's Bylaws. The method of election of directors shall be as provided in the Bylaws.

### **IV. CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

### **V. BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

### **VI. REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Michael J. Wilson.

### **VII. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Michael J. Wilson, 200 South Orange Avenue, Sarasota, Florida 34236.

### **VIII. MEMBERS**

The corporation shall have members that pay dues to the corporation for the privilege of participation in the corporation's programs as determined by the corporation's board of

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directors. However, the corporation shall not have any members as that term is used in Chapter 617, Florida Statutes.

**IX.  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**X.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized, to such organization or organizations that at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**XI.  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of December 2009.

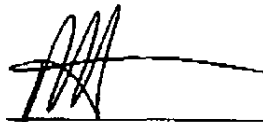


Michael J. Wilson  
Incorporator

H09000265134 3

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of Coalition for Performance Advertisers, Affiliates & Consumers, Inc. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Michael J. Wilson  
Registered Agent

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