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FROM

TO: L. J. AN

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FLORIDA DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE ASSOCIATION FOR RETAIL

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ARTICLES OF INCORPORATION  
OF

THE ASSOCIATION FOR RETAIL TECHNOLOGY STANDARDS, INC.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 017 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be THE ASSOCIATION FOR RETAIL TECHNOLOGY STANDARDS, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 10110 Today Way, Miramar, FL 33025-3901.

ARTICLE III  
PURPOSE

The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively to establish and improve business conditions and standards for the development of store level business solutions within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code") and to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

D. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(6) of the Code, with all the power conferred on non-profit corporations under the laws of the State of Florida.

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JOEL D. MAYERSOHN, ESQ., FL BAR # 0093492  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (305) 763-1200

#### ARTICLE IV TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

#### ARTICLE V POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(6) of the Code or the corresponding provision of any future United States Internal Revenue Law.

The Corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors or officers; provided, however, that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

#### ARTICLE VI MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

#### ARTICLE VIII DIRECTORS

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. Number. The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three Directors, and, in the absence of any such determination, shall be three Directors.

C. Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Initial Directors. The names and addresses of the Initial Directors to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Richard Mader	Bosco's Department Stores 4500 Parklawn Avenue Reading, PA 10606
Allen Williams	Bolk Stores Services, Inc. 2801 W. Tyvola Road Charlotte, NC 28217
James O'Pray	Innovative Electronics, Inc. 10110 Today Way Miramar, FL 33025-3001
Donnis Breck	Target Stores P.O. Box 1392 33 S. Sixth Street Minneapolis, MN 55440-1392
Horace Clemmons	Post Software International P.O. Box 631 Wake Forest, NC 27588
Richard E. Nawrot	Payless Cashways, Inc. P.O. Box 419466 Two Pershing Square Kansas City, MO 64141
Harold Schrum	Dataserv, Inc. 12125 Technology Drive Eden Prairie, MN 55344-7399
James Traxler	Telxon Corporation P.O. Box 5582 3330 W. Market Street Akron, OH 44334-0582
Dan Smith	Yonkers, Inc. 7th & Walnut Streets Des Moines, IO 50397

Philip Balma

Novell  
70 Garden Court  
Monterey, CA 93940

**ARTICLE IX  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
South Florida Registered Agents, Inc.	New River Center, Suite 1900 200 E. Las Olas Boulevard FL Lauderdale, FL 33301

**ARTICLE X  
INCORPORATOR**

The name and street address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
James O'Pray	10110 Today Way Miramar, FL 33025-3901

**ARTICLE XI  
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XII  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws

of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE XIII**  
**DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section and 501(c)(6) of the Code or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

The Corporation may be dissolved without judicial supervision by adopting a resolution to dissolve, which must be approved by the Board of Directors and Members, as provided by the Articles of Incorporation or Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of June, 1995

INCORPORATOR

James O'Pray

Name: JAMES O'PRAY

STATE OF FLORIDA )  
 )SS:  
COUNTY OF Bernard )

The foregoing instrument was acknowledged before me this 4th day of JANUARY, 1996 by JAMES O'DRISCOLL, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Notary Public:

sign Shelley S. Dolan

print SHELLEY S. DOLAN  
State of Florida at Large (Seal)  
My Commission Expires:



OFFICIAL SEAL  
SHELLEY S. DOLAN  
My Commission Expires  
April 18, 1997  
Comm. No. CC 273762

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## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of THE ASSOCIATION FOR RETAIL TECHNOLOGY STANDARDS, INC, simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: JAN 14 1995SOUTH FLORIDA REGISTERED  
AGENTS, INC.BY: Beverly E. Boyd  
NAME: BEVERLY E. BOYD  
ITS: PRESIDENT