

1204 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



N9500001984

ACCOUNT NO. : 072100000032

REFERENCE : 584294 80448A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 24, 1995

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ORDER NO. : 584294

CUSTOMER NO: 80448A

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***122.50 ***122.50

CUSTOMER: Marshall H. Barkin, Esq
MARSHALL H. BARKIN, ESQ
PERSONAL ACCOUNT
Suite 710
149-p S. Ridgewood Avenue
Daytona Beach, FL 32114

DOMESTIC FILING

NAME: EMERGENCY COMMUNICATIONS, INC.

Systems

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR 26 1995

FILED
95 APR 25 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95-8760

4/21/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EMERGENCY COMMUNICATIONS, INC.
Ref. Number: W95000008760

We have received your document for EMERGENCY COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00019391

ARTICLES OF INCORPORATION
OF
EMERGENCY COMMUNICATIONS SYSTEMS, INC.
(A Florida Not For Profit Corporation)

FILED
95 APR 25 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to maintain standards of excellence in the provision of emergency and non-emergency dispatch services to organizations exempt from Federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and governmental bodies, their agencies and instrumentalities, does hereby form a corporation under the laws of the State of Florida, applicable to corporations not for profit, and does file the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

EMERGENCY COMMUNICATIONS SYSTEMS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

112 Carswell Avenue
Holly Hill, Florida 32117

ARTICLE III - PURPOSE

The general purpose for the Corporation shall be to provide emergency and non-emergency telecommunication and computer assisted dispatch (CAD) services to organizations organized and existing under Section 501(c)(3) of the Internal Revenue Code of 1986 and to governmental bodies, their agencies and instrumentalities; said services to be consistent with the provisions of Chapter 401 of the Florida Statutes and the rules, regulations and procedures which may be established from time to time by governing regulatory bodies and the National Fire Protection Association (NFPA).

ARTICLE IV - LIMITATIONS

The Corporation shall be governed by and shall enjoy all of the powers and authority conferred in the provisions of laws in the State of Florida applicable to corporations not for profit. In exercising its said powers, this Corporation shall do so only in furtherance of the exempt purpose for which has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986. No share of stock or certificates of participation shall be issued by the Corporation. No dividends or other distribution of

the income or profits of the Corporation shall be made to its members, directors or officers. The Corporation may pay reasonable compensation to its members, directors and officers for services rendered as an employee, consultant or any capacity other than as a member of the Board of Directors and may confer benefits upon its members in conformity with the purposes of the Corporation. Notwithstanding any other provisions of these Articles, the purpose for which this Corporation is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - DIRECTORS

1. Number. The property, affairs and activities of the Corporation shall be managed by a Board of Directors which shall initially consist of Seven (7) persons. The number of Directors may vary from time to time as proscribed under the By-laws of the Corporation but in no event shall the number be less than required for corporations not for profit under the provisions of the applicable Florida Statutes.

2. Qualification For Membership on the Board of Directors. Five (5) members of the Board of Directors shall hold said position by virtue of either being a representative of or holding a designated governmental office or position and shall be designated as "Representative Members". Those Five (5) members who shall serve by virtue of representative or position capacities shall be:

- a. The Volusia County Emergency Management Director
- b. A representative of each State Level II or higher certified in trauma center holding certification in Volusia County, Florida.
- c. A representative of the Volusia Council of Governments.
- d. The Medical Director for Volusia County.
- e. The Volusia County Public Works Director.

In addition there shall be Two (2) other members who shall be elected to serve by the members holding the positions above set forth. The qualifications for membership of these Two (2) additional members who shall be designated as "Citizen Members" shall be that they are experienced or knowledgeable in the areas of communications, public service, emergency management, emergency operations or other similar type activities, and shall not, during their term of service as a member of the Board of Directors, be employed by any governmental agency.

3. Initial Board of Directors. The name and addresses of the members of the initial Board of Directors and their representative positions shall be as follows:

<u>Position</u>	<u>Member</u>
Volusia County Emergency Management Director	James R. Ryan P.O. Box 429 DeLand, FL 32720
Level II Trauma Center	Ron R. Rees P.O. Box 2830 Daytona Beach, FL 32120
Volusia Council of Governments	Dr. Barbara Heller 3869 S. Atlantic Avenue Daytona Beach Shores, FL 32119
Volusia County Medical Director	William H. Meek, M.D. P.O. Box 1990 Daytona Beach, FL 32115
Volusia County Public Works Director	Terry Henry 123 W. Indiana Avenue DeLand, FL 32720
Citizen Member	Thomas M. McClelland 424 Pelican Bay Drive Daytona Beach, FL 32119
Citizen Member	J. Y. Nasser Center For Public Safety Studies 595 N. Nova Road Ormond Beach, FL 32174

4. Method of Selection. The method of selection of members of the Board of Directors shall be as set forth in the By-Laws of the Corporation.

5. Executive Committee. The Board of Directors shall have the authority to establish an Executive Committee in such manner and to contain such members, and with such authority as shall be set forth in the By-Laws of the Corporation.

6. Amendments. The By-Laws of the Corporation and these Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors present and voting at any regular or special meeting provided that there is a quorum of at least a simple majority of the members of record of the Corporation present, in person and voting at any such meeting. Amendments may be proposed

by the Executive Committee, or by petition signed by at least two (2) of the members of the Board of Directors of the Corporation. A statement of any proposed amendment shall accompany the notice at any regular or special meeting at which such amendment shall be voted upon and said notice shall be mailed not less than 20 days prior to such meeting.

ARTICLE VI - DISSOLUTION

1. Manner. The Corporation may be dissolved by a three-fourths (3/4) vote of those Directors present, but not less than 75% of the membership as a quorum, and voting at any meeting call for such purposes and notice thereof shall be given as provided in the By-Laws.

2. Distribution of Assets. In the event of a dissolution of the Corporation, no member, officer or director shall be entitled to receive, either directly or indirectly, any distribution of the assets of the Corporation, and the balance of all assets remaining after the payment of all debts, expenses and obligations of the corporation shall be turned over to Emergency Medical Foundation, Inc., a Florida not for profit corporation, provided that said organization is at such time an exempt organization as described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any future Internal Revenue Code, or to another organization which is exempt under the same provisions or to a state or local government for a public purpose.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and initial registered office are:

Steven W. Sterling
112 Carswell Avenue
Holly Hill, Florida 32117

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

Emergency Medical Foundation, Inc.
112 Carswell Avenue
Holly Hill, FL 32117

Emergency Medical Foundation, Inc.,
a Florida not for profit corporation

By: Dr. Barbara J. Hiller
President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 APR 25 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.02011, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

EMERGENCY COMMUNICATIONS SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Steven W. Sterling
112 Carswell Avenue
Holly Hill, FL 32117

Emergency Medical Foundation, Inc.,
a Florida not for profit corporation

By: Dr. Barbara J. Heller
President

Date: 4/13/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Steven W. Sterling
Steven W. Sterling

Date: 4/13/95