

795000003107

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8820
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

95

RE: Amcan of Jacksonville

JUN 28 1995

DIVISION OF CORPORATION

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 28 PM 3:37

795-13201

AP 6/28/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN
Will Pick Up 6:28 1200

☒ Capital Express™
☒ Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
☒ () Cert. Copy(s)
Art. of Amend. File
Dissolution/Withdrawal
C U S-
Fictitious Name File

C.C. FEE.

DISBURSED

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, _____ Copies

Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep.
FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 28, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: AMCALL OF JACKSONVILLE, INC.
Ref. Number: W95000013201

We have received your document for AMCALL OF JACKSONVILLE, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 295A00031732

Corrected.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 PM 3:37

ARTICLES OF INCORPORATION

OF

AMCALL OF JACKSONVILLE, INC.

We, through the undersigned incorporator hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

AmCall of Jacksonville, Inc.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized for the operation, control and management of a association of persons participating in networking telecommunications on local, state, national, and international levels and for other charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617, Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To maintain and operate a place for training, discussion, exchange and education regarding the telecommunication industry and network marketing.

This corporation also will engage in any other activities or business permitted under the laws of the United States and the State of Florida.

- C. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than five (5) persons. The number of Directors of the corporation shall be five, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Sunday in December of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Lonzell Fanniel	11020 Traci Lynn Drive Jacksonville, Florida 32218
Percy Parsons	1524 Carbondale Dr. N. Jacksonville, Florida 32208
Willie Brown, III	12329 Clear Lagoon Trail Jacksonville, Florida 32216
Kimblin NeSmith	1785 Marivale Rd. S. Jacksonville, Florida 32208
Edmond Williams	2325 McMillian St. Jacksonville, Florida 32209

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	<u>NAME AND ADDRESS</u>
President:	Lonzel Fanniel 11020 Traci Lynn Dr. Jacksonville, Florida 32218
Vice President:	Percy Parsons 1524 Carbondale Dr. N. Jacksonville, Florida 32209
2nd Vice-President:	Willie Brown, III 12329 Clear Lagoon Trail Jacksonville, Florida 32216
Secretary:	Kimblin NeSmith 1785 Marivale Rd. S. Jacksonville, Florida 32208
Treasurer and Chief Financial Officer:	Edmond Williams 2325 McMillian St. Jacksonville, Florida 32209

ARTICLE VI

Earnings and Activities of Corporation

- A. 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, except that 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 set forth in article IV hereof.
- B. No substantial part of the activities of the corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal

office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membersnip

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

ARTICLE IX

Incorporator

The name and residence address of the Incorporator of this corporation is as follows:

Kimblin NeSmith, 1785 Marivale Rd.S., Jacksonville, FL 32208

ARTICLE X

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent And Office

The name and address of the corporation's registered officer is Rodney G. Gregory, Esquire, 3900 Atlantic Blvd., Jacksonville, Florida 32207.

The principal address and the registered office address are the same.

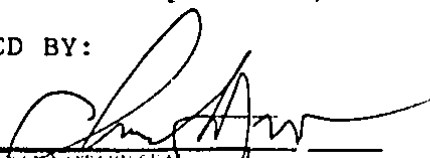
ARTICLE XIII

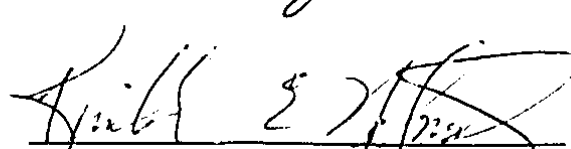
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of member for their vote in the manner set forth in the By-Laws of this corporation.

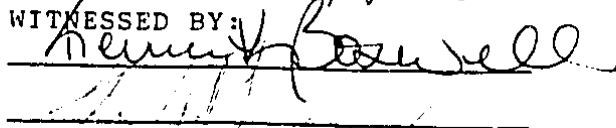
I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 26th day of June, 1995.

WITNESSED BY:


OFFICIAL NOTARY SEAL
CHARLES H. MASON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC795851
MY COMMISSION EXPIRES 20.1997

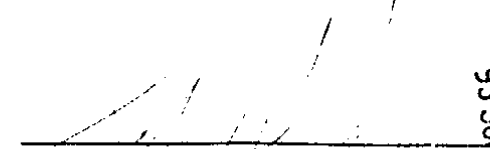

KIMBLIN NESMITH, Secretary

WITNESSED BY:



ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.


RODNEY G. GREGORY, ESQUIRE
3900 Atlantic Blvd.
Jacksonville, Florida 32207
904/398-0012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 PM 3:37

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared, KIMBLIN NESMITH, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation,

further, he produced a Florida driver license as proof of his identity.

WITNESS my hand and official seal in the County and State named above, this 26th day of June, 1995.

OFFICIAL NOTARY SEAL
CHARLES H. MASON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC295851

[Signature]
~~NOTARY PUBLIC, STATE OF FLORIDA~~
My commission expires: