

N 960000004608
TRANSMITTAL LETTER
FILED

96 DEC 19 AM 9:40

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FLORIDA PEOPLESOFT USERS GROUP, INC.
(Proposed corporate name - must include suffix)

800002023648--
-12/06/96--01039--018
***131.25 ***131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- | | | | |
|----------------------------------|----------------------------------|-----------------------------------|--|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input checked="" type="checkbox"/> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

FROM: SCOTT A. SAUNDERS
Name (Printed or typed)

2031 LOCUST ST NE
Address

ST PETERSBURG, FL 33704
City State & Zip

813-896-7513
Daytime Telephone number

7/12/19/98
26/22
12/12/96

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

SCOTT A. SAUNDERS
2031 LOCUST ST NE
ST PETERSBURG, FL 33704

SUBJECT: FLORIDA PEOPLESOFT USER GROUP, INC.
Ref. Number: W96000026122

We have received your document for FLORIDA PEOPLESOFT USER GROUP, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00055605

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

Florida PeopleSoft Users Group, Inc.
(A Corporation Not-For-Profit)

The undersigned Subscriber hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit pursuant to chapter 617, Florida Statutes, Florida Not-For-Profit Corporation Act, providing for the formation, liability, rights, privileges, benefits and obligations conferred upon and imposed by law on corporations organized under the provisions hereof.

Article I
Name

The name of the corporation shall be the Florida PeopleSoft Users Group, Inc..

Article II
Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:
2031 Locust St NE
St. Petersburg, FL. 33704

Article III
Purposes

III. A. Purposes of Florida PeopleSoft Users Group, Inc. are as follows:

- A. To provide useful information to users of PeopleSoft software through regularly scheduled meetings, special interest group meetings, special training sessions and events, publishing and other activities.
- B. Provide an arena for informal "networking" among users of PeopleSoft software.
- C. To provide a forum for answering questions and discussing issues relating to use of PeopleSoft products and technology, and to facilitate informed and effective use of that technology.
- D. To serve as a focal point for presenting feedback from Florida PeopleSoft Users Group, Inc. meetings to PeopleSoft.

Article IV
Manner of election of the Chairperson and Directors

The manner in which the chairperson and Directors are to be elected in accordance with the By-laws of the corporation.

Article V
Powers

III.A. Powers:

The corporation shall have all powers conferred upon corporations not-for-profit organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such provisions in fulfillment of its above-stated purposes; shall not engage in any of the following activities:

(1) The corporation shall not participate or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

(3) No dividends shall be paid and no part of the earnings or assets of the corporation shall inure to the benefit of any individual.

III.B. Scope of Powers:

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any and all purposes for which the corporation is organized, and to aid or assist other organizations, whose activities are such as to further accomplish, foster or attain any and all such purposes.

III.C. Dissolution:

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of its remaining property or proceeds received by the corporation from any source, after payment of all debts and obligations shall be distributed to a charitable institution as designated by the Directors in accordance with the By-laws; except that funds identifiable as a deposit by a member for an upcoming event/conference shall not be considered property of the corporation but shall be returned to the member.

Article VI
Initial Registered Office and Registered Agent

The address of the initial registered office of the corporation in the State of Florida is:
2031 Locust St NE
St. Petersburg, FL. 33704

The initial registered agent is Scott A. Saunders.

The Directors may, from time-to-time, move the location of the registered office to any other address in Florida and may, from time-to-time, change the registered agent of the corporation.

Article VII Directors

The affairs of this corporation shall be managed by the Directors. The number of Directors positions may be altered from time-to-time but shall never be less than 5. The Directors are the officers of the corporation and shall be elected in a manner provided by the By-laws of the corporation. Additional officers may be named by the Directors in accordance with the corporate By-laws. The Directors shall not receive any salary or compensation for their services. The initial Directors shall consist of the following persons.

| | |
|-------------------|---|
| Peggy Berry | 18928 St. Laurent Drive Lutz, FL 33549 |
| Brenda Chun | 6107 Schooner Way Tampa, FL 33615 |
| Rick Jensen | 7634 Clubhouse Estates Drive Orlando, FL 32819 |
| Philip Wright | 706 Schuster Road SW Palm Bay, FL 32908 |
| Janis Reyher | 2259 Adam Court Palm Harbor, FL 33683 |
| Scott A. Saunders | 2031 Locust St NE St. Petersburg, FL 33704 |

Article VIII Membership

Membership shall consist of the Directors and one or more persons representing business entities as defined by the By-laws who may be admitted as members in accordance with the By-laws of the corporation.

Article XI Name and Address of Incorporator

| | |
|-------------------|---|
| Scott A. Saunders | 2031 Locust St NE St. Petersburg, FL 33704 |
|-------------------|---|

Article X Non-Stock

Thus corporation is organized on a non-stock basis.

**Article XI
By-Laws**

The By-laws of the corporation may be made, altered or rescinded from time-to-time by a vote of the majority of members attending the first meeting following at least thirty (30) day notice to all members in writing of the pending changes


**Article XII
Amendment of Articles**

These articles of incorporation may be amended with the presence of at least three (3) Directors at any meeting of the Directors provided that written or electronically transmitted notice of each proposed amendment has been given to the officers at least seven (7) days before the meeting. Each of the Directors, excluding the chairperson, shall be entitled to one (1) vote. The chairperson may only cast a vote in the event of a tie. A motion must be seconded by a voting officer. Matters submitted to a vote are passed upon a majority of officers present and voting.

**Article XIII
Employer Identification Number**

The Employer Identification Number of the Florida PeopleSoft Users Group is: 59-3411914 effective 11/29/96

The undersigned incorporator has executed these Articles of Incorporation this second day of December, 1996.


Scott A. Saunders,
Incorporator

**Certificate of Designation of
Registered Agent/Registered Office**

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96 DEC 19 AM 9:40

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized FLORIDA under the laws of the state of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

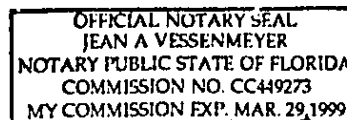
1. The name of the corporation is:

Florida PeopleSoft User Group, Inc.
2. The name and address of the registered agent and office is:

Scott A. Saunders
2031 Locust Street NE
St. Petersburg, FL 33704

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.

Scott A. Saunders
Scott A. Saunders



Jean A. Vessenmeyer