

ROBERT T. MAHER, P.A.

ATTORNEY AT LAW

Robert T. Maher - Civil Trial & Business Law

N 970000006121

October 15, 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

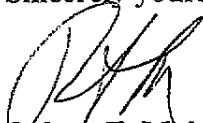
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\*\*\*\*122.50 \*\*\*\*122.50

Re: SALES & MARKETING EXECUTIVES OF SOUTHWEST FLORIDA, INC. .

Dear Madam or Sir:

Enclosed is the Articles of Incorporation for the above named not for profit corporation together with my check in the amount of \$ 122.50 for the filing fee, registered agent designation fee and certified copy fee.

Sincerely yours,

  
Robert T. Maher

632-2295  
W97-24090

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 PM 12:46

cf 10/30/97

# ROBERT T. MAHER, P.A.

ATTORNEY AT LAW

Robert T. Maher - Civil Trial & Business Law

October 27, 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 PM 12:46

Re: SALES & MARKETING EXECUTIVES OF SOUTHWEST FLORIDA, INC. .

Dear Madam or Sir:

Enclosed is the corrected Articles of Incorporation for the above named not for profit corporation as directed by your letter of October 22, 1997.

Sincerely yours,



Robert T. Maher



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 PM 12:46

October 22, 1997

ROBERT T. MAHER, ESQUIRE  
1601 JACKSON STREET #201  
FORT MYERS, FL 33901

SUBJECT: SALES & MARKETING EXECUTIVES OF SOUTHWEST FLORIDA,  
INC.  
Ref. Number: W97000024090

We have received your document for SALES & MARKETING EXECUTIVES OF SOUTHWEST FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 597A00051580

**ARTICLES OF INCORPORATION**  
**OF**  
**SALES & MARKETING EXECUTIVES**  
**OF SOUTHWEST FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 PM 12:46

The undersigned, each with the capacity to contract, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, as amended.

**ARTICLE 1. NAME**

The name of the corporation shall be SALES & MARKETING EXECUTIVES OF SOUTHWEST FLORIDA, INC. with a principal address of 1601 Jackson Street, Suite 201, Fort Myers, FL 33901.

**ARTICLE 2. DURATION**

The date of commencement of corporate existence shall be on the date the Articles are filed with the Department of State, and the period of duration of the corporation shall be perpetual.

**ARTICLE 3. PURPOSE AND POWERS**

The general purposes for which the corporation is initially organized are to promote education and professionalism in sales and marketing and to engage in, conduct, and carry on any activity permitted by Florida law consistent with promoting these goals.

#### ARTICLE 4. MEMBERSHIP

The members of the corporation shall be any person who meets the qualifications set forth in the By-Laws as they may be amended from time to time.

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901, and the name of the initial registered agent of the corporation at such address is Robert T. Maher.

#### ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no more than three (3) members. The name and address of the initial directors until the first annual meeting of members or until their successors are elected and qualify in the manner set forth in the ByLaws, or until their earlier resignation, removal from office or death, are as follows:

Name	Address
Patrice Hart	15620 Lake Candlewood Drive, Fort Myers, FL 33908
Howard Grabow	1601 Jackson Street, Fort Myers, Fl 33901
Alan Zsebe	1601 Jackson Street, Fort Myers, Fl 33901

#### ARTICLE 7. INCORPORATOR

The name and address of the incorporator of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Patrice Hart	15620 Lake Candlewood Drive, Fort Myers, FL 33908

**ARTICLE 8. . SPECIAL PROVISIONS FOR THE  
REGULATION OF THE BUSINESS AND FOR  
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION**

8.1 Meetings of Members and Directors. Meetings of the members and directors of the corporation may be held within the state of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors.

8.2 Amendments to Articles of Incorporation. The power to amend the Articles of Incorporation shall be in the members, in the manner and vote as set forth in Chapter 617 Florida Statutes.

8.3 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, in the manner and vote as set forth in Chapter 617 Florida Statutes. The Bylaws shall adopt all of Chapter 617 Florida Statutes provisions for the regulation and management of the corporation as a homeowners association.

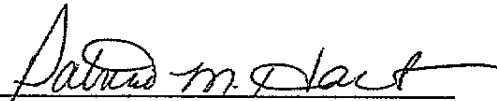
8.4 Contract in Which Directors have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason

of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

**ARTICLE 9. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation hereby indemnifies the Officers and Directors for all acts taken on behalf of the corporation to the fullest extent allowed by Chapter 617 Florida Statutes, including acts performed prior to incorporation if such acts are ratified by the Board of Directors.

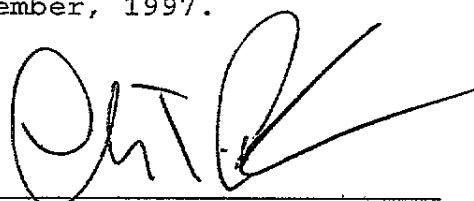
EXECUTED by the undersigned in Lee County, Florida this <sup>30th</sup> day of September, 1997.

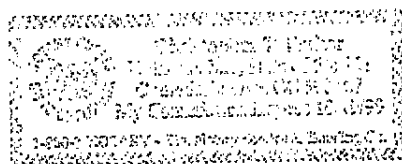
  
Patrice Hart.

STATE OF FLORIDA     )  
                              )   SS  
COUNTY OF LEE        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Patrice Hart who is personally known to me and executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this <sup>30th</sup> day of September, 1997.

  
NOTARY PUBLIC



**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 OCT 30 PM 12:45

Pursuant to the provisions of the laws of the State of Florida, the above named 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 Sales & Marketing Executives of Southwest Florida, Inc.
2. The name of the registered agent is Robert T. Maher.
3. The address of the registered agent/registered office is 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Robert T. Maher

Date: 10/15/97