

N 9800

Hans Meyer

Requestor's Name

3526 Dundalk Drive

Address

Tallahassee FL 32308-2429 850-893-3075

City/State/Zip

Phone #

FILED

Jul 31 1998 12:00 am

Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. North Florida Association of Networking Professionals, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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****131.25 ****131.25

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JUL 31 1998
manner of election
stated in articles
Ok per [signature]
DIVISION OF CORPORATION

98 JUL 31 AM 8:32

RECEIVED

Examiner's Initials



NORTH
FLORIDA
ASSOCIATION
OF
NETWORKING
PROFESSIONALS INC.

President

Michael Rock
ENP, CNE, MCP, A+

Executive Vice President

Mike Jones, Ph.D.

Treasurer

Christopher Davis
ENP, CNA

Vice President of
Development

Norm Cave
ENP, CNE

Vice President of
Programs

Mike Zavolas
MCP

Executive Director

Hans Meyer
ENP, CNA, CWM

Post Office Box 13571
Tallahassee, Florida
32317-3571

WWW.TALWEB.COM/NFANP
NFANP@TALWEB.COM

31 July 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

Subject: North Florida Association of Networking Professionals, Inc.

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

\$131.25 for the filing fee, certified copy and certificate.

Thank you for your consideration in this matter.

Hans Meyer, Executive Director
3526 Dundalk Drive
Tallahassee FL 32308-2429
850.487.9790

HM/cg

Cc: Michael Rock, President



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98 JUL 31 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTH FLORIDA ASSOCIATION OF NETWORKING PROFESSIONALS, INC.

Articles of Incorporation

Date: 31 July 1998

Article I. Name

The name of the corporation shall be North Florida Association of Networking Professionals, Inc. ("Association").

Article II. Principal Office

The principal place of business shall be 3526 Dundalk Drive, Tallahassee, Florida, 32308-2429, and the mailing address of this corporation shall be Post Office Box 13571, Tallahassee, Florida, 32317-3571.

Article III. Purpose

The North Florida Association of Networking Professionals, Inc. is established to promote the skills, knowledge, ethics and certification of those individuals who work with the networking of information technology. Our mission is to provide a forum for these professionals to share information, ideas and concerns; to promote the professionalism and ethics of our mutual vocation; and, to associate as colleagues and friends, supporting each other in our careers.

Article IV. Manner of Elections of Directors

Officers of the North Florida Association of Networking Professionals, Inc. shall be members of this Association. Officers of this Association shall also be the Board of Directors for the Corporation.

Founding officers of this Association shall be elected by a majority vote of the founding members present at the organizational meeting of the Association on July 30, 1998.

An active member who wishes to be eligible to seek an elective office in the yearly general elections in this Association must have his/her name placed in nomination by another active member of this Association at the general meeting held between February 1st and March 15th of each calendar year, commencing in 1999. All names of active members whose names have been placed in nomination for an elective office in this Association shall be included in the meeting notice for the first regularly scheduled meeting after April 1st of each calendar year, which shall also be known as the yearly general election meeting.

With the exception of the Immediate Past President and Executive Director, candidates for elective office in this Association shall be elected by a majority vote of the eligible active members present at the yearly general election meeting, commencing in 1999. To be eligible to vote in any election ("eligible active members") active members must have paid their yearly dues in full at least thirty (30) days prior to the yearly general election meeting. Elected officers shall serve a term of one (1) year from the date of their election, or until the adjournment of the yearly general election meeting of each calendar year, whichever is longer. Officers who hold an elective office due to a presidential appointment (with the exception of the Executive Director) shall serve until the adjournment of the general election meeting. Newly elected officers (or re-

elected officers) shall automatically assume their offices immediately upon the adjournment of the general election meeting.

Officers of the Association shall consist of the following positions:

- President
- Executive Vice President
- Treasurer
- Vice President of Development
- Vice President of Programs
- Immediate Past President
- Executive Director

The Executive Director shall be appointed by the President at the first meeting of the Board of Directors immediately following the yearly general election meeting, commencing in 1999, and shall also serve a term of one (1) year from the date of the approval of his/her appointment by the Board of Directors, or until his/her successor is appointed and approved, whichever is longer. Said appointment shall be approved by a majority vote of the elected officers at the Board of Directors meeting where the appointment is announced and a quorum is present.

Any vacancy in an office of this Association, with the exception of the office of President, shall be filled by nomination by the President. The active member appointed shall serve out the remainder of the term of office to which they are appointed. The appointment shall be ratified by a majority vote of the active members present at the first regularly scheduled meeting immediately following the appointment.

The officers of the Association shall constitute the Board of Directors.

Founding officers of the Association, elected at the organizational meeting on July 30, 1998, shall be as follows:

- | | |
|---------------------------------|-------------------|
| • President | Michael Rock |
| • Executive Vice President | Mike Jones |
| • Vice President of Development | Norm Cave |
| • Vice President of Programs | Mike Zavolas |
| • Treasurer | Christopher Davis |
| • Executive Director | Hans Meyer |

Founding officers of the Association shall serve a term of office from July 30, 1998, until the first regularly scheduled general membership meeting on or after April 1st, 1999, where the election for officers is held.

Unless otherwise stated in these Articles of Incorporation or the Association By-laws the duties and obligations as detailed in these Articles of Incorporation shall govern the Founding Officers.

Duties of the officers are as follows:

- President – Represent the Association; chair all Association and Board of Directors meetings; establish and carry out, with the consent of the Board of Directors and the active membership, the policy and direction of the Association; appoint, as necessary, an active member to serve as secretary for the purpose of recording the activities of all general meetings and Board of Directors meetings; appoint, as necessary, an active member or members to serve on ad-hoc committee(s) for the purpose of furthering the policies and goals of the Association; assist the Vice President for Development with fund raising for the Association.
- Executive Vice President – Represent the Association; chair all Association meetings where the President is unable to do so, assist the Vice President of Development with fund raising for the Association, be an ex-officio member of any and all committees of this Association, serve as recording secretary for all meetings of the Association, and assume the office of President should this office become vacant and serve the remainder of the term of office assumed. For the purposes of obtaining the corporation not-for-profit incorporation from the Florida Secretary of State, pursuant to Chapter 617, Florida Statutes (1997), the Executive Vice President shall serve as Secretary of the Corporation.

- Vice President of Development - Represent the Association; develop and implement, with the approval of the Board of Directors, policies and activities designed to build the membership of the Association; develop and implement, with the approval of the Board of Directors, fund raising activities.
- Vice President of Programs - Represent the Association; develop and implement, with the approval of the Board of Directors, programs and activities for the membership meetings and other gatherings of the active members of this Association; assist the Vice President of Development with fund raising for the Association.
- Treasurer – Represent the Association; maintain the financial records of the Association in a manner consistent with standard accounting practices and principles; assist the Vice President of Development with fund raising for the Association.
- Immediate Past President - An honorary Board of Directors position for the immediate past president of this Association. The Immediate Past President shall serve as an advisor to the Board of Directors and shall have an equal vote with the elected officers and Executive Director.
- Executive Director – Represent the Association; handle the day-to-day affairs of the Association, including communication, notification of all meetings, membership list, Web site development and maintenance, custodian of all official documents of the Association, editor of the Association newsletter, Registered Agent, assist the Vice President of Development with fund raising for the Association, and any other generally recognized business-related activities for the Association.

The Board of Directors of this Corporation shall meet at least once every three (3) months to discuss and handle all policy, business and financial matters of the Association, including the establishment of the dates and times of all general membership meetings. A quorum of four (4) members of the Board of Directors shall be necessary for the official completion of any business.

Any and all expenditures shall be approved by a majority vote of the officers at a meeting of the Board of Directors where a quorum is present. All other business

and policy matters of the Association shall be decided by a majority vote of the officers at a meeting of the Board of Directors where a quorum is present. Any tie votes shall be decided by a majority of the votes of the active members present at the next regularly scheduled meeting following the Board of Directors meeting where the tie vote occurred.

Any officer of this Association, with the exception of Immediate Past President, may be removed from office if:

1. Their active membership was terminated in accordance with these Articles of Incorporation;

-- or --

2. A petition requesting such removal is signed by a minimum of five (5) officers and fifty percent (50%) of the total active membership of the Association. Such petition may be presented at any regularly scheduled general meeting. Upon receipt of such petition the President (or Executive Vice President in the case of the petition requesting the removal of the incumbent President) shall set the date and time for an emergency meeting of the Association for a minimum of thirty (30) and a maximum of forty-five (45) days from the receipt of the petition. Notification of the emergency meeting shall follow the form and policies as set forth in these Articles of Incorporation. The only agenda item for this emergency meeting shall be an open discussion and vote on the petition. If three-quarters (3/4) of the active members present at this emergency meeting vote in favor of the petition the office is automatically vacated and subject to appointment as outlined in these Articles of Incorporation.

-- or --

3. An officer vacates his/her office. Vacating an office shall be defined as failure to attend two (2) consecutive Board of Directors meetings during their term in office. Upon the adjournment of the third Board of Directors meeting where the officer fails to attend the office is automatically vacated and subject to appointment as outlined in these Articles of Incorporation.

The Immediate Past President may only be removed from office if his/her active membership is terminated in accordance with these Articles of Incorporation. Under this circumstance the office shall remain vacant until occupied by the retiring President.

Article V. Initial Registered Agent and Street Address

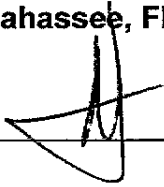
The Executive Director shall be the Association's Registered Agent. The Association's Registered Agent for the incorporation of this Association as a corporation not-for-profit with the Florida Secretary of State shall be:

Hans Meyer
3526 Dundalk Drive
Tallahassee, Florida 32308-2429

Article VI. Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

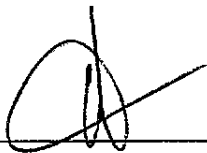
Hans Meyer
3526 Dundalk Drive
Tallahassee, Florida 32308-2429



July 31, 1998

Hans Meyer, Executive Director and Incorporator

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.



July 31, 1998

Hans Meyer, Executive Director and Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA