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2008 JUL 16 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-17-08

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: THE NATIONAL CYBERAGENT ASSOCIATION, INC.

DOCUMENT NUMBER: N98000006081

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KAY PARKER

(Name of Contact Person)

VSC PROFESSIONAL ASSOCIATION, INC.

(Firm/ Company)

3450 LAKESIDE DRIVE, #620

(Address)

MIRAMAR, FL. 33027

(City/ State and Zip Code)

For further information concerning this matter, please call:

KAY PARKER

(Name of Contact Person)

at ( 954 ) 298-6082

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
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☐ \$52.50 Filing Fee  
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Certified Copy  
(Additional Copy  
is enclosed)

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

**THE NATIONAL CYBERAGENT ASSOCIATION, INC.**

(Name of corporation as currently filed with the Florida Dept. of State)

N98000006081

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

**VSC PROFESSIONAL ASSOCIATION, INC.**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

**ARTICLES 2,3,4,6, AND 9 ARE AMENDED SEE ATTACHED RESTATED ARTICLES OF INCORPORATION**

(Attach additional pages if necessary)  
(continued)

FILED  
2008 JUL 16 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VSC PROFESSIONAL ASSOCIATION, INC.  
A Florida Not-For-Profit Corporation  
(N98000006081)**

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VSC Professional Association, Inc., a not-for-profit corporation (the "Association") organized and existing under the Florida Not for Profit Corporation Act of the State of Florida

**DOES HEREBY CERTIFY:**

**FIRST:** That the Association was originally incorporated pursuant to the Florida Not for Profit Corporation Act on October 23, 1998 under the name of The National CyberAgent Association.

**SECOND:** That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this Association, declaring said amendment and restatement to be advisable and in the best interests of the Association and its members, and authorizing the appropriate officer of this Association to execute and file the Amended and Restated Articles of Incorporation as hereinafter set forth.

**THIRD:** That the duly adopted Amended and Restated Articles of Incorporation of the Association do not require approval of the members of the Association.

**FOURTH:** That the Amended and Restated Articles of Incorporation of this Association as hereinafter set forth shall supersede the original articles of incorporation and all amendments thereto:

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE VSC PROFESSIONAL ASSOCIATION, INC.  
(F/k/a The National CyberAgent Association)**

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**ARTICLE 1**

**NAME**

The name of this corporation shall be: **The VSC Professional Association, Inc.**  
(hereinafter referred to as the "Association").

## **ARTICLE 2**

### **DURATION**

The duration of the Association is perpetual. The date and time of commencement of the corporate existence of the Association is at the time of filing the Articles of Incorporation by the Department of State of the State of Florida.

## **ARTICLE 3**

### **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Association shall be:

3450 Lakeside Drive, #620, Miramar, FL 33027

## **ARTICLE 4**

### **PURPOSES**

The purposes of the Association shall be limited to the following: enhance the professionalism of the remote contact services provided by the members of the Association; provide the members of the Association with current information regarding Arise Virtual Solutions Inc. ("Arise") and other matters relating to the business activities of the members; to organize group networking activities for the members; to provide a forum for sharing information, experiences and accomplishments among the members; to endeavor to attract benefit and affinity programs from third party vendors, such as health insurance, which the members can purchase, if they so desire; and, to provide information and identify third-party sources of information with respect to matters pertaining to the business activities of the members.

## **ARTICLE 5**

### **CORPORATE POWERS**

The Association shall have all of the powers of a corporation not-for-profit existing under the laws of the State of Florida and all of the powers reasonably necessary to implement and achieve the purposes of the Association, except that no dividend, income, or profit of the Association shall be paid or distributed to the members, directors, or officers of the Association except as permitted under Chapter 617 of the Florida Statutes and the By-Laws of the Association.

## **ARTICLE 6**

### **DIRECTORS**

The affairs of the Association shall be managed by a Board of seven (7) Directors.

The method of election and removal, terms of office, qualifications, and duties of directors shall be set forth in the Bylaws of the Association; provided, however, that four (4) directors shall always be appointed by Arise.

The number of Directors, the Directors' terms of office, the Director qualifications, and the Director election procedure may only be changed by amendment to these Articles of Incorporation.

## **ARTICLE 7**

### **OFFICERS**

The Association shall have such officers as set forth in the By-Laws of the officers of the Association. The terms, duties and method of appointment and removal of the officers shall be as set forth in the By-Laws of the Association.

## **ARTICLE 8**

### **BY-LAWS**

The Association shall adopt By-Laws governing the conduct of the affairs of the Association.

## **ARTICLE 9**

### **MEMBERS**

**Section 1. Member.** No person shall be eligible to be a member other than a "Virtual Services Corporation" (as hereinafter defined). A "Virtual Services Corporation" shall mean a corporation or limited liability company that: is in business of providing contact center services for a fee; has a principal owner who is certified as an "Arise Certified Professional" (as that term is hereinafter defined) and who is actively involved in the direction of the business and performance of such contact center services as an employee of the Virtual Services Corporation; and, provides contact services to Arise under a master services agreement entered with Arise, which master services agreement has not been terminated (or otherwise expired) and is in full force and effect. An "Arise Certified Professional" shall mean a person who has received written certification from Arise that he or she has successfully completed the Arise certification program in basic contact center service skills. Each member shall designate, in the manner provided in the By-Laws of the Association, the name of one of its Arise Certified Professional employees, to act on behalf of such member, for any and all matters involving the members of the Association.

**Section 2. Associate Member.** To the extent, in the manner and upon the terms and conditions provided in the By-Laws of the Association, any Arise Certified Professional employee of a member may participate in the activities of the Association as an associate member of the Association. For purposes of clarity, any associate membership shall be

derivative of (and may not exist independent of) the membership of the member employing such associate member.

## **ARTICLE 10**

### **AMENDMENTS**

**Section 1. Articles of Incorporation.** These Articles of Incorporation may be amended, at a regular or special meeting of the Directors, by a vote of a majority of the Directors present at such meeting.

**Section 2. By-Laws.** The By-Laws of the Association may be amended, at a regular or special meeting of the Directors, by a vote of a majority of the Directors present at such meeting.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been signed by the \_\_President\_\_ of this Association this 31 day March, 2008.

The VSC Professional Association, Inc.

By: 



The date of adoption of the amendment(s) was: MARCH 31, 2008

Effective date if applicable: APRIL 1, 2008

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

**(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

*Kay Parker*

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

KAY PARKER

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

**FILING FEE: \$35**