

N98000006414

Skatding, Adam Reese

Requestor's Name

317 N. MONROE

Address

222-3730

City/State/Zip

Phone #

Office Use Only

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

1. _____
(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

FILED
98 NOV 10 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input 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

900002685069--4
-11/12/98--01001--008
*****70.00 *****70.00

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

RECEIVED
93 NOV 10 PM 3:05
TALLAHASSEE FLORIDA

NOV 10 1998

C

**ARTICLES OF INCORPORATION
OF
THE COALITION AGAINST NEW TELEPHONE TAXES, INC.**

The undersigned Incorporator hereby desires to form and establish a corporation NOT FOR PROFIT pursuant to Chapter 617, Florida Statutes, and hereby files these Articles of Incorporation for that reason.

ARTICLE I

Name

The name of this Corporation shall be THE COALITION AGAINST NEW TELEPHONE TAXES, INC.

ARTICLE II

Purpose

The purpose of the corporation is to promote a competitive market for the delivery of telecommunications services in Florida. In achieving this purpose, the corporation shall provide education and research regarding the harmful effects of a hidden tax in the form of a universal service fund for telecommunications services in Florida. Further, the Coalition will research and identify any proposed public policy changes both before the Florida Legislature and Florida Public Service Commission which may present "barriers to entry" for new entrants in Florida's telecommunications market.

FILED
98 NOV 10 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III

Powers

In order to accomplish the purposes and to attain the objectives for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(6) of the Internal Revenue Code of 1986 and Treasury Regulations as they now exist or as they may hereafter be amended. The Board of Directors shall have authority to employ an Executive Director to carry out the day-to-day implementation of the activities of the Corporation. Any action by the Corporation requires the unanimous approval of the Directors, except in the instance of "Transactions in which Members, Directors and Officers are Interested," as referenced in Article XIII. To qualify under Article XIII(1)(a), the vote of any interested Director shall not be required for action by the Board of Directors.

ARTICLE IV

Principal Office

The address of the Corporation's principal address is 318 North Monroe Street, Tallahassee, FL 32301.

ARTICLE V

Registered Office and Registered Agent

The Corporation designates Stephen W. Metz as the Registered Agent. The registered office of the Corporation shall be 318 North Monroe Street, Tallahassee, FL 32301. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent.

ARTICLE VI

Incorporators

The name and place of residence of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Herb Sheheane	101 North Monroe Street Tallahassee, FL 32301
Steve Wilkerson	310 North Monroe Street Tallahassee, FL 32301
Brian Sulmonetti	1515 South Federal Highway - Ste. 400 Boca Raton, FL 33432

ARTICLE VII

Members

The members of the Corporation shall be the entity represented by each member of the Board of Directors, and such other persons as from time to time may become members. New members shall be admitted upon an affirmative vote of the Board of

Directors or such other manner as provided by the By-Laws of the corporation as amended from time to time. The amount of dues shall be established by the Board of Directors.

ARTICLE VIII

Term of Corporate Existence

The term for which this Corporation shall exist is perpetual.

ARTICLE IX

Officers

The Corporation shall have a President and Secretary/Treasurer and may have additional and assistant officers, including without limitation thereto, Chairman of the board or others. A person may hold more than one office. Officers shall be elected by the membership on an annual basis.

ARTICLE X

Initial Officers

The names and street addresses of the initial officers, who shall serve until the first election are as follows:

<u>Office</u>	<u>Name and Street Address</u>
Herb Sheheane Secretary/Treasurer	101 North Monroe Street Tallahassee, FL 32301
Steve Wilkerson President	310 North Monroe Street Tallahassee, FL 32301

ARTICLE XI

Directors

The Board of Directors of this Corporation shall consist of at least two (2) persons. The directors shall be members of the Corporation and shall be elected according to procedures established by the By-Laws to serve for a term of one (1) year.

ARTICLE XII

Initial Board of Directors

The name and street addresses of the initial Board of Directors, who shall hold office until the first election by the Members are as follows:

<u>Name</u>	<u>Street Address</u>
Herb Sheheane Secretary/Treasurer	101 North Monroe Street Tallahassee, FL 32301
Steve Wilkerson President	310 North Monroe Street Tallahassee, FL 32301
Brian Sulmonetti	1515 South Federal Highway - Ste. 400 Boca Raton, FL 33432

ARTICLE XIII

Transactions in Which Members, Directors and Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Members, Directors or Officers, or between the Corporation and any other organization in which one or more of its Members, Directors or Officers are Members, Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or

solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors or a committee thereof.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract.

ARTICLE XIV

Indemnification of Directors or Officers

The Corporation hereby indemnifies any Officer or Director or any employees or agents made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at

the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such

person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XV

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the By-Laws.

ARTICLE XVI

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

IN WITNESS WHEREOF, the undersigned, being the original incorporating Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 10th day of November, 1998.

Steve Wilkerson
Steve Wilkerson, Incorporator

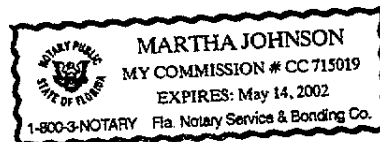
STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority Steve Wilkerson, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he/she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10th day of November, 1998.

Marta Johnson
NOTARY PUBLIC
State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

THE COALITION AGAINST NEW TELEPHONE TAXES, INC. , desiring to organize as a corporation under the laws of the State of Florida, has designated 318 North Monroe Street, Tallahassee, FL, as its initial Registered Office, and has named Stephen W. Metz, located at that address, as its initial Registered Agent.



Steve Wilkerson, Incorporator

DATE: November 10, 1998

Having been named registered agent and to accept service of process for the above-state corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of his duties and its familiar with and accepts the obligations of his position as registered agent.


Stephen W. Metz, Registered Agent

DATE: 11/10/98

a:articles.wpd

FILED
98 NOV 10 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA