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NEIMARK & NADEL

PROFESSIONAL ASSOCIATION

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FORT LAUDERDALE, FLORIDA 33334

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November 10, 1998

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

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-11/16/98--01119--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
Web Host Guild, Inc.  
Our File No. 1384-001-CC

Dear Sir or Madam:

Enclosed please find an original and copy of Articles of Incorporation for the above-referenced matter, together with a check in the amount of \$70.00 for filing same.

Please return a copy of the Articles showing that it has been filed with your office. A self-addressed, stamped envelope is enclosed for your convenience.

Very truly yours,

NEIMARK & NADEL, P.A.

By Cort A. Neimark / ak  
CORT A. NEIMARK

CAN:cr  
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF  
WEB HOST GUILD, INC.**

Pursuant to Section 617.01, et. seq, Florida Statutes, the undersigned submits these Articles of Incorporation for the purpose of organizing a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

- 1.1 The name of this corporation shall be: Web Host Guild, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

- 2.1 The address of the principal office shall be at 10001 N.W. 50<sup>th</sup> Street, Suite 111, Sunrise, FL 33351.

- 2.2 The mailing address of the corporation shall be at 10001 N.W. 50<sup>th</sup> Street, Suite 111, Sunrise, FL 33351.

**ARTICLE III - PURPOSE(S)**

3.1 The purposes for which this corporation is formed and organized shall be exclusively within the meaning and parameters of Section 501(c)(6) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation. The principal purpose of this corporation is exclusively for establishing a board of trade for enterprises engaged in the web hosting industry on the internet, including among such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, or amendments thereto. In particular, Web Host Guild shall foster trade and commerce and the interests of those having a common trade, business, financial, or professional interest; to reform abuses relative thereto; to secure freedom from unjust or unlawful exactions; to provide accurate and reliable information as to the standing of members, and other matters; to procure uniformity and certainty in customs and usages of trade and commerce, and of those having a common trade, business, financial, or professional interest; to settle and adjust differences between its members and others and to promote a more enlarged and friendly intercourse among business persons; to advance civic, commercial and industrial interests; to promote the general welfare and prosperity of the world wide web and to stimulate public sentiment to these ends; and to provide such civic, commercial, industrial, and social features as will promote these purposes.

3.2 In carrying out this principal purpose, this corporation shall engage in the following activities in furtherance of one or more of the corporation's exempt purposes, which activities shall collectively constitute the character and nature of the affairs of the corporation which the corporation intends to conduct in the State of Florida:

- (1) Soliciting, receiving and generating funds from any source not inconsistent with the purpose of this corporation;
- (2) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

3.3 Pecuniary profit, gain or private advantage is not and shall not be the object of this corporation or its officers and directors. No part of the net earnings of this corporation shall

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inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons.

#### **ARTICLE IV - TERM**

4.1 Corporate existence shall commence upon filing and the term of the corporation shall be perpetual.

#### **ARTICLE V - POWERS**

5.1 The corporation shall have all of the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided, however, that notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue Law or Laws.

5.2 The corporation shall not issue shares of stock and shall not distribute any part of its income to its directors or officers.

#### **ARTICLE VI - LIMITATIONS**

6.1 No individual or director of the corporation shall have any title to or interest in the corporate property or earnings in his individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, officer, or individual.

#### **ARTICLE VII - NON-STOCK BASIS**

7.1 This corporation shall have no capital stock.

#### **ARTICLE VIII - MEMBERS**

8.1 This corporation shall have members as prescribed in its Bylaws.

#### **ARTICLE IX - DIRECTORS**

9.1 The corporation shall not have less than three (3) directors.

9.2 The corporation may have more than one class of directors, the rights and privileges of which shall be set forth in its Bylaws..

9.3 Manner of Election of Directors. The directors shall be elected or appointed in accordance with the procedures stated in the Bylaws.

9.4 Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting and/or until their successors shall have been elected and qualified are as follows:

Jon Caputo, 44 Westree Lane, Plantation, FL 33324

Jason Tarlowe, 4324 South Ocean Boulevard, Apt. #B, Highland Beach, FL 33487

Sheri Caputo, 44 Westree Lane, Plantation, FL 33324

9.5 Property. The Board of Directors shall administer and distribute the property held by this corporation in accordance with the purposes of this corporation as defined herein and the provisions of the Bylaws.

#### **ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS**

10.1 The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

Cort A. Neimark, Esq., Neimark & Nadel, P.A., 800 Corporate Drive, Suite 420,  
Fort Lauderdale, Florida 33334

#### **ARTICLE XI - INCORPORATORS**

11.1 The names and street addresses of the incorporators for these Articles of Incorporation are as follows:

Cort A. Neimark, Esq., Neimark & Nadel, P.A., 800 Corporate Drive, Suite 420,  
Fort Lauderdale, Florida 33334

11.2 All powers, duties and responsibilities of the incorporator(s) shall cease at the time of the delivery of these Articles of Incorporation to the Secretary of the State of Florida.

#### **ARTICLE XII - DISSOLUTION**

12.1 In the event of dissolution, the residential assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 10 day of November, 1998.


  
Cort A. Neimark, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

On this, the 10 day of November, 1998, before me, the undersigned Notary Public of the State of Florida, the foregoing instrument was acknowledged by Cort A. Neimark, Incorporator of the Web Host Guild, Inc., a Florida not-for-profit corporation, on behalf of the corporation.

WITNESS my hand and official seal.



  
Notary Public  
Candy Reed  
Print, stamp or type as commissioned  
☒ Personally known to me, or  
☐ Produced Identification:  
(type of identification)

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 48.091 and 617.0501, Florida Statutes, the undersigned 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: Web Host Guild, Inc.
2. The name and address of the registered agent and office is:

Cort A. Neimark, Esq.  
Neimark & Nadel, P.A.  
800 Corporate Drive, Suite 420  
Fort Lauderdale, Florida 33334

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.

11/10/98  
Date


  
CORT A. NEIMARK

STATE OF FLORIDA  
COUNTY OF BROWARD

On this, the 10 day of November, 1998, before me, the undersigned Notary Public of the State of Florida, the foregoing instrument was acknowledged by Cort A. Neimark, Incorporator of the Web Host Guild, Inc., a Florida corporation, on behalf of the corporation.

WITNESS my hand and official seal.



  
Notary Public  
Candy Reed

Print, stamp or type as commissioned

- ☒ Personally known to me, or  
☐ Produced Identification:

\_\_\_\_\_  
(type of identification)