

N990000000370

TRANSMITTAL LETTER

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

FILED  
99 JAN 20 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: THE SOCIETY FOR ELECTRONIC COMMERCE AND RIGHTS  
(Proposed corporate name - must include suffix) MANAGEMENT, INC.  
(ECARM)

600002748986--7  
-01/21/99--01011--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Keetfee Haynes  
Name (Printed or typed)

2315 Jim Lee Road  
Address

Tallahassee, FL 32301  
City, State & Zip

(850) 942-1620  
Daytime Telephone number

RECEIVED  
99 JAN 20 PM 4:33  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
Jan 15, 1999

NOTE: Please provide the original and one copy of the articles.

# Articles of Incorporation

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## Article I:

The Society for Electronic Commerce And Rights Management, Inc.

99 JAN 20 PM 4: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Article II:

2315 Jim Lee Road  
Tallahassee, FL 32301

EFFECTIVE DATE  
Jan 15, 1999

## Article III:

The Society seeks to further awareness and understanding of the interdisciplinary nature of Electronic Commerce and Rights Management through:

- Promotion of active rights management in business and personal interaction within the digital domain.
- Research, design, and development of standards, protocols, best practices.
- Publishing books, journals, and research content via traditional as well as new technology media.
- Support constant communication between interested organizations and individuals that will enhance fast paced development in our areas with online forums, newsletters, and messaging systems.
- Maintain the organization's financial viability through the membership and fundraising.

## Article IV:

### Structure:

- World Regions
- A General Assembly
- Board of Directors
- Various Elected and Non-elected Officers
- Committees, Chapters, Subdivisions
- Affiliated Organizations

There shall be an annual election by mail ballot. Every member in good standing shall be allowed to vote for officers and members to represent them on the Board of Directors, in accordance with the election process specified in the Bylaws of ECARM. The Secretary may stand for election for one or more consecutive terms. The Treasurer may stand for election for two consecutive terms. Other officers and members elected to serve on the Board of Directors may not succeed themselves in office.

The Board of Directors shall consist of twelve (12) directors, four (4) of whom shall be elected by the Board. Each region with at least one (1) chapter shall be represented by one (1) director elected by the members of that region and known as a "regional director." The remaining directors shall be elected by the membership as a whole and shall be known as "directors at large."

The President, shall appoint a committee to select qualified candidates for election to the Board of Directors at last thirty (30) days before the date of any election of directors.

Regional candidates shall be nominated by the respective region which they represent. Board designated candidates shall be nominated by the then sitting Board of Directors. Two percent (2%) of the members may nominate candidates for election to directors at large seats.

The officers of <sup>this corporation</sup> ~~BOARD~~ shall be a President, a President-Elect; one or more functional Vice-Presidents as specified by the Board of Directors; A Treasurer; and a Secretary.

The responsibility of individual officers, except as prescribed by the Constitution and the Bylaws of ~~corporations~~ shall be established by actions of the Board of Directors. Only members of <sup>this</sup> ~~corporation~~ may be nominated or hold office.

The Board of Directors shall elect the Officers after the Annual Meeting of the General Assembly.

The officers of the Society shall be a Chairperson of the Board, a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 8.4. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chairperson of the Board.

The President and the Vice-President are automatically Officers.

The Secretary and the Treasurer may be the same person or their offices may be filled by the Vice-President.

The Officers shall receive no salary for their services.

Only directors of the corporation may serve as officers.

The officers of the corporation, except those appointed in accordance with the provisions of Section , shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. There shall be no restriction on the number of times a person may hold any office.

The officers of the corporation, except those appointed in accordance with the provisions of § 4.2, shall be elected by the membership. There shall be no restriction on the number of times a person may hold any office.

The Board of Directors may appoint, and/or may authorize the President or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Directors shall be elected for three-year terms beginning at the start of the fiscal year except that the four initial directors elected by the Board shall be elected to terms terminating at the end of the second, third, fourth, and fifth fiscal years of the corporation, respectively. Further, the first elected director from each

region shall be elected to a term of one, two, or three years as determined by the then constituted Board of Directors, provided, however, that the terms of no more than one-third of the regional directors shall terminate in the same year. The directors shall serve terms of two years, staggered so that one-half of the Board of Directors is elected each year.

For the first term, five members of the Board of Directors extend their term to three years.

A director may not serve more than two consecutive full terms of office and neither that Director nor another employee of the same member shall be eligible for re-election as a Director before the expiry of one full term. Further, no member may have employees serving as a director for a period of more than two consecutive full terms. No employee of such member shall become eligible for election until a further full term shall have passed.

#### Article V:

Initial Registered Agent:  
Judith Mulholland  
2315 Jim Lee Road  
Tallahassee, FL 32301

Signed: \_\_\_\_\_

*I accept designation of agent for the  
above corporation*

#### Article VI:

Incorporator: \_\_\_\_\_

2315 Jim Lee Road

#### Article VII:

Tallahassee, FL 32301

Effective January 15, 1999

**FILED**  
99 JAN 20 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA