

# N99000006707

## TRANSMITTAL LETTER

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

000003036780--9  
-11/05/99--01078--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Independent Online Booksellers Association, Incorporated  
(Proposed corporate name - must include suffix)

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:

RIK PAVLESCAK

Name (Printed or typed)

621 ARDMORE ROAD

Address

WEST PALM BEACH, FL 33401

City, State & Zip

(561) 655-1705

Daytime Telephone number

99 NOV 12 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

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

OK to  
file per  
D.C.

CB  
11-5-99  
5



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 8, 1999

RIK PAVLESCAK  
621 ARDMORE RD.  
WEST PALM BEACH, FL 33401

SUBJECT: INDEPENDENT ONLINE BOOKSELLERS ASSOCIATION,  
INCORPORATED  
Ref. Number: W99000025703

We have received your document for INDEPENDENT ONLINE BOOKSELLERS ASSOCIATION, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The name of the entity must be identical throughout the document.

I called and left my name and number but I never received a return call. For your convenience I am sending you the Articles to file as a Chapter 617.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 599A00053870

## **Articles of Incorporation**

### **Article I Name**

The name of the corporation shall be:  
Independent Online Booksellers Association, Incorporated.

### **Article II Principal Office**

The principal place of business and mailing address of this corporation shall be:  
Independent Online Booksellers Association, Incorporated  
P.O. Box 88  
Shalimar, Florida 32579

### **Article III Purpose**

The principle purposes of the Independent Online Booksellers Association, Incorporated are:

1. To provide services and education to online booksellers in order that they may better serve the public.
2. To promote public understanding of the online bookselling market.

### **Article IV Manner of Election of Directors**

The first Board of Directors shall be elected by the membership through a paper ballot sent in from each member in an election to be commenced within thirty days of the filing date of the Articles of Incorporation.

Nominations and seconds will be called for via an online process which will last for fourteen days (336 hours). In order to be placed on a ballot, a potential candidate must be nominated by a registered voting member, the nomination must be seconded by another registered voting member, and the candidate must be a registered voting member and publicly accept the nomination prior to the close of the nominations time period. At the conclusion of the nominations process, the Secretary of the organization shall prepare a ballot indicating each individual running for each Board position (President, Vice-President, Secretary, Treasurer, and four At-Large Representatives) and it shall be posted on the internet.

Each member who is registered as a voting member prior to the first nomination being made online will be eligible to vote. (Registration as a voting member requires that the

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TALLAHASSEE, FLORIDA

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completed application of the member is received by the Independent Online Booksellers Association, Incorporated and that the Treasurer has received valid payment for the initial year's dues.)

Instructions for printing out the ballot, completing it and the address for sending it will be posted on the internet for access by all voting members.

The balloting period will run for twenty-one days. It is each voting member's responsibility to print and complete the ballot as per the instructions provided and to deliver their ballot to the Secretary's address via their local postal service or other delivery service. (Email or other electronic transmissions will not be accepted.)

Ballots must be received at the Secretary's address prior to the end of the twenty-first day of the balloting process. The Secretary shall have responsibility for counting the ballots and posting the results to the Internet. Ballots that are improperly completed (such as casting a vote for more than one person for an officer position or more than four At-Large Representatives, not following the posted instructions for ballot submission, etc.) or with other irregularities that renders them illegible will not be counted.

The posted results shall indicate the number of votes cast for each individual running for each position. A simple majority of votes cast for each position will be required to seat an officer. In the event that one individual does not receive a simple majority of votes cast for a particular office, a run-off election will be held between the two candidates receiving the most votes.

The four candidates for At-Large Representative receiving the most votes will be named as the At-Large Representatives, given that each individual receives votes from at least one-half plus one of the members voting (a simple majority). In the event that four individuals do not receive a simple majority of votes cast, those that do receive a simple majority will be seated and a run-off election will be held between the other candidates to fill the remaining At-Large Representative seats.

In the event of any run-off election, the Secretary shall prepare the ballot and post it to the internet, and the above process will be followed for conducting the election.

In the event of a run-off election, the Board will become active upon the election of a President and at least three other members. As run-off elections are completed, newly elected Board members will be added to the Board.

The initial Board will govern the organization until January 31, 2001. Annual elections will take place following the outlined procedure for electing Board members beginning in December 2000.

## Article V Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Florida Incorporators, Inc.  
1221 Brickell Avenue, Suite 900  
Miami, FL 33131

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## Article VI Incorporator

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

Rik Pavlescak  
621 Ardmore Road  
West Palm Beach, Florida 33401


## Article VII Dissolution

In the event of dissolution, all of the assets of the organization shall be transferred to a non-profit corporation. Prior to such transfer, the remaining members of the Board of Directors shall determine that all financial obligations have been met (if at all possible) and shall determine which non-profit corporation the assets shall be transferred to.

  
\_\_\_\_\_  
Signature/Incorporator                      10/12/99  
Date  
RIK PAVLESCAK

*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.*

Florida Incorporators, Inc.

By:   
\_\_\_\_\_  
Signature/Registered Agent                      10/20/99  
Date  
Mark Hankins, President