

MORAN & SHAMS, P.A.  
ATTORNEYS AT LAW

199900007476

FILED  
DEC 16 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 15, 1999

**VIA FEDERAL EXPRESS**

Secretary of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

100003072651-6  
-12/16/99-01055-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

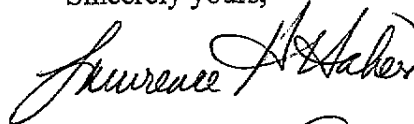
Re: Sales & Marketing Executives of Central Florida, Inc.  
Florida - 1999

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,

  
Lawrence H. Haber

LHH/dlv  
Enclosures

PO BOX 472 ORLANDO, FL 32802-0472  
111 N. ORANGE AVE. SUITE 1200 ORLANDO, FL 32801  
PH. 407-841-4141 FX. 407-841-4148

PH 12/20/99

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CRISTINA ARECHAGA  
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CLINTON C. LYONS, JR.  
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THOMAS P. MORAN  
YUVORA NONG  
JENNIFER EDEN RAILEY  
MAURICE SHAMS  
SIDNEY H. SHAMS  
CHRISTOPHER C. SKAMBIS

**ARTICLES OF INCORPORATION OF  
SALES & MARKETING EXECUTIVES OF CENTRAL FLORIDA, INC.**

**A Florida Corporation Not for Profit  
Pursuant to Florida Statute 617**

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The undersigned incorporator, for the purposes of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be Sales & Marketing Executives of Central Florida, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is c/o Patrick J. Buffa, Salomon Smith Barney, 800 North Magnolia Avenue, Suite 202, Orlando, Florida 32803.

**ARTICLE III  
DURATION**

The period of its duration is perpetual, unless dissolved according to law.

**ARTICLE IV  
NON PROFIT PURPOSE**

The corporation is formed exclusively for purposes for which a corporation may be formed under the Corporations Not For Profit Law of the State of Florida, and not for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers except to the extent permitted under the Corporation Not For Profit Law. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

**ARTICLE V  
SPECIFIC PURPOSES**

The purpose of the business to be transacted or conducted by this corporation shall be as follows:

1. To represent and promote the profession of sales management locally and nationally.
2. To foster a better understanding of selling as a career, and its place in the national economy.
3. To provide a forum for the exchange of sales ideas and experiences, and to develop ethical and effective selling plans.
4. To promote the free enterprise system.
5. To encourage the finer arts of selling, fellowship and reciprocity among sales executives, locally, regionally, and nationally.
6. To promote interest in selling as a career.
7. To conduct studies of sales practices and in other ways to assist members to meet more effectively their responsibilities as Sales Executives.
8. To offer a united front against restrictions on the free flow of commerce through cooperation with similar organizations in other cities.
9. To do any and all other acts and things that may be necessary or proper to effectuate and to carry out the general and specific purposes and objectives of this corporation the same as a private person or corporation might do within the laws made and governing corporations not for profit.

## **ARTICLE VI SCOPE OF ACTIVITIES**

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may hereafter amended from time to time.

## **ARTICLE VII DISTRIBUTION ON DISSOLUTION OR LIQUIDATION**

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be turned over to one

or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they or to the Federal, State or Local government for exclusive public purpose.

### **ARTICLE VIII INCORPORATION**

The name and address of the Incorporator signing these Articles is set forth below:

Lawrence H. Haber  
Moran & Shams, P.A.  
111 N. Orange Avenue, Suite 1200  
Orlando, Florida 32801

### **ARTICLE IX REGISTERED AGENT**

The street address and the city of the initial registered agent of the corporation is Moran & Shams, P.A., 111 North Orange Avenue, Suite 1200, Orlando, FL 32801, and the name of its initial registered agent at such address is Lawrence H. Haber.

### **ARTICLE X MANNER OF ELECTION OF DIRECTORS**

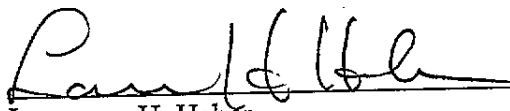
The method of election of directors of the Corporation shall be stated in the Bylaws of the Corporation.

### **ARTICLE XI NON STOCK BASIS**

This corporation is organized under a non stock basis.

DATED the 8th day of December, 1999.

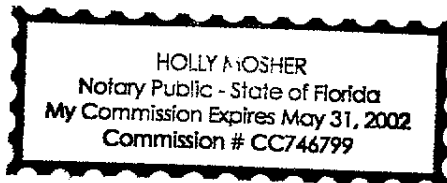
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day and year hereinabove set forth.

  
Lawrence H. Haber

STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF ORANGE    )

BEFORE ME, a Notary Public authorized a take acknowledgments in the State and County set forth above, personally appeared Lawrence H. Haber, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed them for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 15<sup>th</sup> day of December, 1999.



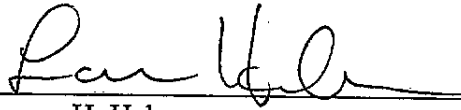
  
NOTARY PUBLIC

HOLLY MOSHER

My Commission Expires:

## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

  
\_\_\_\_\_  
Lawrence H. Haber

STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF ORANGE    )

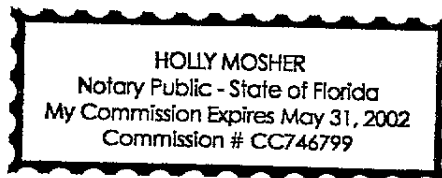
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence H. Haber know to me and known by me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 15 day of December, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC

**HOLLY MOSHER**

My Commission Expires:



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