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VoiceTrans, Inc.

# Memo

**To:** Division of Corporations  
**From:** Ronald D. Campbell  
**CC:** File  
**Date:** 10/7/00  
**Re:** Filing – Articles of Incorporation & Designation of Registered Agent

FILED  
00 OCT 16 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed are two executed originals of the Articles of Incorporation for VoiceTrans, Inc. along with the designation of Registered Agent. Also enclosed is a check in the amount of \$78.75 for filing fees and a certified copy of the Articles of Incorporation.

Please return the certified copy of the Articles of Incorporation to:

VoiceTrans, Inc.  
P. O. Box 2730  
Windermere, FL 34786-2730

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-10/16/00--01106--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

My telephone number is (407) 415-3684 or email [rcampbell@voicetrans.net](mailto:rcampbell@voicetrans.net)

Thank you,

  
Ronald D. Campbell

F. CHESSEBROUGH OCT 17 2000

# ARTICLES OF INCORPORATION

## VoiceTrans, Inc.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

### ARTICLE I - NAME

The name of the corporation is: **VoiceTrans, Inc.**

### ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such powers, shall also have the power:

(a) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers or corporate indebtedness as required.

(b) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(c) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(d) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(e) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

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(f) To engage in any and all lawful businesses, trades, occupations and professions.

(g) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### **ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE**

This corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the corporation's existence shall commence on the date the corporation is duly registered with the Secretary of State of the State of Florida.

### **ARTICLE V - ADDRESS**

The initial street address of the principal office of this corporation is to be at 8618 Bay Ridge Blvd., Orlando, Florida 32819. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

### **ARTICLE VI - DIRECTORS**

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the Bylaws. The shareholders

shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

#### **ARTICLE VII - INITIAL DIRECTORS**

The name and post office address of the initial directors who shall hold office until their successors are elected and have qualified, are as follows:

Ronald D. Campbell  
P. O. Box 1951  
Windermere, FL 34786

Frederick M. Vandiver, Jr.  
2607 S. Woodland Blvd.  
Suite 235  
Deland, FL 32720

Frederick M. Vandiver, III  
2607 S. Woodland Blvd.  
Suite 235  
Deland, FL 32720

#### **ARTICLE VIII - INCORPORATORS**

The name and post office address of the incorporator of these Articles of Incorporation is:

Ronald D. Campbell  
P. O. Box 1951  
Windermere, FL 34786

#### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent of this corporation is Ronald D. Campbell, 8618 Bay Ridge Blvd., Orlando, Florida 32819.

#### **ARTICLE X - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the Shareholders of the corporation.

## **ARTICLE XII - INDEMNIFICATION**

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination

that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

### **ARTICLE XIII - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### **ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS**

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours. Any transfer of stock in this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"These shares may be subject to transfer restrictions imposed by written agreements among the holders of this corporation's shares or between the holders of such shares and the corporation, copies of which agreements, if any, are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours."

#### **ARTICLE XV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

**IN WITNESS WHEREOF**, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to his signature.



Ronald D. Campbell  
Incorporator

5-30-00

Date

STATE OF FLORIDA  
COUNTY OF ORANGE

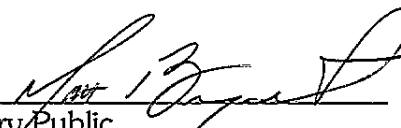
**I HEREBY CERTIFY** that on this day, before me a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Ronald D. Campbell, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation. He presented identification in the form of a Florida Drivers License Number C514-724-50-178-0.

**WITNESS** my hand and official seal in the County and State aforesaid this 30 day of May, 2000.



Matt Bryant  
My Commission CC879473  
Expires October 13, 2003

(NOTARIAL SEAL)

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



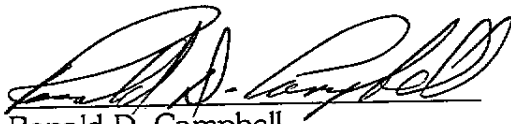
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR  
SERVICE OF PROCESS WITHIN THIS STATE AND NAMING  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

**VOICETRANS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Volusia, and State of Florida, has named as Registered Agent, Ronald D. Campbell, and Registered Office at 8618 Bay Ridge Blvd., Orlando, FL 32819, to accept service of process within this State.**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open such office.



Ronald D. Campbell  
Registered Agent

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TALLAHASSEE, FLORIDA

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