

TRANSMITTAL LETTER

*P01000066952*

EFFECTIVE DATE  
18-1-01

FILED

01 JUL -2 AM 11:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: AuthorityWeb, Inc.  
(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 of Status

ADDITIONAL COPY REQUIRED

FROM: Sean C. Mitchell  
Name (Printed or typed)

3173-H Whisper Lake Ln  
Address

Winter Park, FL 32792  
City, State & Zip

407-806-7055  
Daytime Telephone number

500004456245-7  
-07/02/01--01073--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

*Sean Mitchell* GAVE  
AUTHORIZATION BY PHONE TO  
DIRECT *Apts. 39 B/A State*  
DATE *7/9/01*  
BY EXAM *Doris Brown*

D. BROWN JUL - 9 2001

**EFFECTIVE DATE**  
8-1-01

**FILED**

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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**Article ONE**

**NAME**

The name of this corporation shall be AuthorityWeb, Inc.

**Article TWO**

**ACTIVITIES, OBJECTS AND PURPOSES**

This corporation will begin on August 01, 2001, with an initial number of four employees, and anticipated first year gross revenues of approximately \$300,000.00.

The objects and purposes for which this corporation is formed are:

To conduct and transact generally the business of a service corporation and to do all things and exercise all powers and perform all functions that a service corporation is authorized or empowered to do, exercise, or perform under and by virtue of the laws of Florida, or that it may be by law hereafter authorized to do, exercise, or perform; to provide IT, marketing and management consulting services to small and medium-sized businesses in the state of Florida, and do all the above things as a service corporation and insofar as is consistent with the laws of Florida.

**Article THREE**

**LOCATION OF OFFICE AND BUSINESS OPERATIONS**

The business will conduct its operations in the following geographical area: Major Florida cities and metropolitan areas with 8,000 or more small to medium sized businesses or gross population of 50,000 or more inhabitants

The principal office for the transaction of business of this corporation is to be located at  
**3173 - H Whisper Lake Ln. Winter Park, FL 32792**

## **Article FOUR**

### **REGISTERED AGENT**

The registered agent for service of process upon the corporation is:

Name	Address
Sean C. Mitchell	3173 – H Whisper Lake Ln. Winter Park, FL 32792

## **Article FIVE**

### **CAPITALIZATION**

The total number of shares that the corporation is authorized to issue is 10,000 shares, and all such shares are to have no (0) par value.

The shareholders will have preemptive rights with respect to additional shares of stock sold by the corporation.

The shareholders will be required to first offer their shares to the corporation before selling to other parties.

## **Article SIX.**

### **FISCAL YEAR**

The fiscal year of the corporation will end on December 31 of each year.

## **Article SEVEN**

### **DIRECTORS**

The following person will be the initial director of the corporation:

Name:	Sean C. Mitchell
Address:	3173-H Whisper Lake Ln.
City, State, Zip:	Winter Park, FL 32792
Telephone:	(407)681-2774

The terms of the regular directors, with the exception of the initial director, will be

staggered and the directors will be divided into two groups. The term of the initial director is indefinite.

Each director, with the exception of the initial director, will serve for a term of two years. The directors will not be personally liable to the corporation or its shareholders for obligations arising from the performance of the directors' duties.

The directors reserve the right to remove an officer from duty for reasons of mediocre performance or mismanagement as deemed appropriate with a minimum 67% consensus. The final approval for the removal of an officer is reserved for and can be vetoed by the initial director.

## **Article EIGHT**

### **OFFICERS**

The following persons will be elected to fill the respective offices:

President: Sean C. Mitchell  
Address: 3173-H Whisper Lake Ln.  
City, State, Zip: Winter Park, FL 32792  
Telephone: (407)681-2774

Vice President: Christopher Welsh  
Address: 3077-C Whisper Lake Ln.  
City, State, Zip: Winter Park, FL 32792  
Telephone: (406)677-8255

Treasurer: Sean C. Mitchell  
Address: 3173-H Whisper Lake Ln.  
City, State, Zip: Winter Park, FL 32792  
Telephone: (407)681-2774

Secretary: Christopher Welsh  
Address: 3077-C Whisper Lake Ln.  
City, State, Zip: Winter Park, FL 32792  
Telephone: (406)677-8255

The corporation will defend the directors and officers against lawsuits.

Instruments which relate to an interest in real estate must be signed by the following:

President or Vice-President

The President and Vice-President are authorized to do the following:

- Open a corporate bank account
- Obtain a bank loan
- Elect Subchapter "S" tax status
- Lease office space upon such terms as the officers deem appropriate

#### **Article NINE**

##### **VOTING**

All matters that require a vote of shareholders shall be approved by 67%.

Action may be taken without a meeting if all of the shareholders consent to the action in writing.

An amendment to the bylaws shall be approved by 67%.

#### **Article TEN**

##### **MEETINGS**

Shareholder meetings will be held at the principal place of business unless otherwise specified in a notice to the shareholders.

#### **Article ELEVEN**

##### **ORGANIZATIONAL EVENTS**

Date of first annual shareholders meeting: September 01, 2001

Time: 3:00 PM

Location: Corporate Office, Winter Park, FL

Consecutive shareholder meetings are to be held annually every third Sunday in March or at the behest of the directors with notice to shareholders to be given at least one month (30 days) in advance.

Emergency meetings may be called as deemed appropriate by the directors.

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**Article TWELVE**  
**FRINGE BENEFITS**

The owners are interested in establishing the following:

Health care plan for employees  
Pension or profit-sharing plan

**Article THIRTEEN**  
**SEAL**

The corporation will have a corporate seal designed and approved by the initial director. There will be two identical seals, one held by the initial director and the other held by the next in authority.

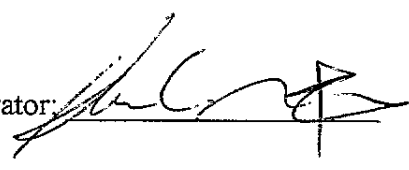
**Article FOURTEEN**  
**STOCK CERTIFICATES**

The corporation will issue stock certificates.

**Article FIFTEEN**  
**DURATION OF CORPORATE EXISTENCE**

The corporate existence of this corporation shall continue perpetually.

In witness whereof, I, the incorporator, have set my hand to these articles of incorporation on this the 15<sup>th</sup> day of June in the year 2001.

Incorporator: 

I HEREBY ACCEPT THE DESIGNATION  
AS REGISTERED AGENT.

Registered Agent 

Sean C. Mitchell  
3173-H Whisper Lake Ln.  
Winter Park, FL 32792