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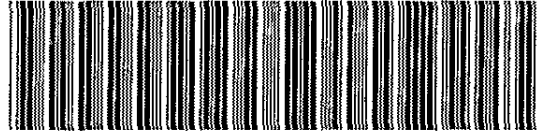
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

C. Coultette SEP 06 2006

ROBERT S. THURLOW, P.A.  
ATTORNEY AT LAW  
CERTIFIED FAMILY MEDIATOR  
415 CANAL STREET  
NEW SMYRNA BEACH, FLORIDA 32168

ASSISTANTS:  
JANE MYERS: FAMILY & CIVIL  
DIANE EYRE: ESTATES & PROPERTY  
MARJORIE THURLOW: CLIENT SERVICES  
GLENDA SNELL: ACCOUNTING

PHONE:  
(386) 424-1530  
FAX:  
(386) 424-1493  
E-MAIL:  
rthurlow@bellsouth.net

September 1, 2006

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

Re: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION RE:  
COOPERATIVE AFFILIATES, INC.

Dear Sir/Madam:

Enclosed are the following:

1. Original and one copy of the Articles of Amendment to Articles of Incorporation with attached amended articles
2. Check in the amount of \$35.00

Please process this document and return a time stamped copy for my file.

Thank you for your assistance in this matter. Should you have any questions, please call.

Very truly yours,



Robert S. Thurlow

RST:jkm  
Enclosure(s)  
cf: Client

RST:jkm

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**  
COOPERATIVE AFFILIATES, INC.

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

There are extensive amendments and the complete Amended Articles of Incorporation are attached.

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**SECOND:** The date of adoption of the amendment(s) was: August 28, 2006

**THIRD:** Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Cooperative Affiliates, Inc.

Corporation Name

  
Signature of Chairman, Vice Chairman, President or other officer

John S. Hazard, President

Typed or printed name

President

Title

9/1/06

Date

**AMENDED ARTICLES OF INCORPORATION  
OF  
COOPERATIVE AFFILIATES, INC.**

We the undersigned, being of full age, sui juris and citizens of the United States, hereby file these Amended Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of the Corporation is COOPERATIVE AFFILIATES, INC.

**ARTICLE II**

The date this corporation is to be effective is September 1, 2006.

**ARTICLE III**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in internet marketing.

**ARTICLE IV**

The total authorized capital stock of this corporation shall be 20,000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash by subsequent shareholders, and by labor or services by the incorporator, in the manner provided herein, and the stock shall be issued in accordance with such valuation. Stock shall be issued in quantities of five

thousand (5,000) shares per shareholder. The capital stock shall be Section 1244 stock.

#### ARTICLE V

The amount of capital with which this corporation shall begin business shall not be less than fifteen thousand (\$15,000.00) dollars.

#### ARTICLE VI

The corporation shall have perpetual existence unless sooner dissolved according to law. A shareholder who desires to sell stock shall notify the corporation and all other shareholders. Shareholders shall have first right of refusal to purchase said stock, and if none do so then the corporation shall have a right of refusal.

#### ARTICLE VII

The principal place of business and general office of this corporation shall be at 1804 Mango Tree Drive, Edgewater, Florida 32132, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be John S. Hazard, whose business office is located at 1804 Mango Tree Drive, Edgewater, Florida 32132, which office is hereby designated as the registered office of the corporation.

#### ARTICLE VIII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, all elected by the board of directors, consisting of one shareholder, the incorporator, who may be removed only for good cause. All shareholders shall possess voting power. Daily operations shall be carried out by a manager appointed by the president and the president may appoint himself as manager. The name and post office address of the first officers and directors of the corporation are:

**PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER:**

John S. Hazard, P.O. Box 241, Edgewater, FL 32132

#### ARTICLE IX

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

#### ARTICLE X

The name and post office address of the incorporator of this corporation and the amount of stock subscribed for by him are as follows:

John S. Hazard	5,000 shares
P.O. Box 241	
Edgewater, FL 32132	

#### ARTICLE XI

Compensation of the manager shall be a thirty percent (30%) commission on all net profits, payable monthly. After such time as operating reserves equal or exceed three months average operating expenses, net profits after payment of the manager's commission

shall be payable in equal shares to all shareholders other than the manager; but a majority of shareholders may vote to suspend profit distributions at a level of one half of net profits after commission payments; and by a unanimous vote, the shareholders may suspend profit distributions altogether.

#### ARTICLE XII

The ownership of all intellectual property of the corporation, including but not limited to copyrights and patents, shall inure to the incorporator. Physical tangible property of the corporation shall inure to the incorporator.

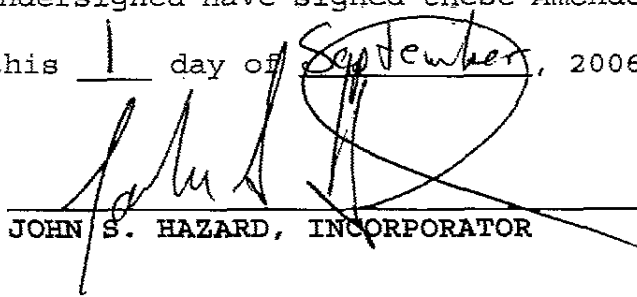
Proprietary information, including but not limited to domains, keyword lists, advertising information, statistics data, and web pages shall inure to the incorporator.

Each shareholder shall sign a non-disclosure agreement and a covenant not to compete with the corporation or export or use trade secrets, effective upon issuance of shares of stock.

#### ARTICLE XIII

In the event of disagreement among shareholders, mediation shall be undertaken prior to any action in a court of law.

IN WITNESS WHEREOF, the undersigned have signed these Amended Articles of Incorporation on this 1 day of September, 2006.

  
\_\_\_\_\_  
JOHN S. HAZARD, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me personally appeared JOHN S. HAZARD, who presented a Florida Driver License as identification, and who executed the foregoing Amended Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of September, 2006.

My commission expires:



Jane K. Myers  
MY COMMISSION # DD232566 EXPIRES  
October 27, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

Jane K. Myers  
Notary Public - State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **COOPERATIVE AFFILIATES, INC.**, which is contained in the foregoing articles of Incorporation.

DATED this 1 day of September, 2006.

John S. Hazard  
JOHN S. HAZARD, REGISTERED AGENT