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COVER LETTER

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

SURIECT: CON	GROPOSED CORPORA		
SCHOLET.	(PROPOSED CORPORA	TE NAME – <u>MUST INCL</u> I	UDE SUFFIX)
Enclosed are an orig	ginal and one (1) copy of the art	icles of incorporation and	l 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
		ADDITIONAL COPY REQUIRED	
FROM:	YVONNE M MORRI Name 301 CRESTWOOD LA	(Printed or typed) Address	
	LARGO, FL 33770 City,		
_	727-444-0356 Daytime T	elephone number	
	Yvonne e Contule E-mail address: (to be use	INET	notification)

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

ARTICLES OF INCORPORATION

OF

CONSULTEL.NET INC.

The undersigned incorporator hereby submits the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be "Consultel.net Inc."

ARTICLE II

The initial registered office of the corporation and mailing address shall be 301 Crestwood Lane, Largo, Pinellas County, Florida 33770-4608. The initial registered agent at such address shall be Terry L. Colbert.

ARTICLE III

The corporation shall be authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

The first governing board of Consultel.net Inc. shall be;

Yvonne M. Morris, President, CEO and Chairman of the Board, residing at Crestwood Lane, Largo, Pinellas County, Florida 33770-4608.

Yolanda M. Morris, Board Member and Secretary of the Corporation, residing at 301 Crestwood Lane, Largo, Pinellas County, Florida 33770-4608.

ARTICLE V

The registered agent shall be Terry L. Colbert residing at 301 Crestwood Lane, Largo, Pinellas County, Florida 33770-4608.

ARTICLE VI

The name and address of the incorporator of the corporation is Yvonne M. Morris, 301 Crestwood Lane, Largo, Pinellas County, Florida 33770-4608.

Article VII

Any action required by law or by these Articles of Incorporation or bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be effective unless the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the



shareholders, or unless the consent includes an express waiver of the right to receive the material. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and did not participate in taking the action.

To the extent allowable pursuant to Florida statutes 607.0831;

- (1) A director is not personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:
- (a) The director breached or failed to perform his or her duties as a director; and
- (b) The director's breach of, or failure to perform, those duties constitutes:
- 1. A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
- 2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
- 3. A circumstance under which the liability provisions of Florida statutes s. 607.0834 are applicable;
- 4. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or
- 5. In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
- (2) For the purposes of this section, the term "recklessness" means the action, or omission to act, in conscious disregard of a risk:
- (a) Known, or so obvious that it should have been known, to the director; and
- (b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.
- (3) A director is deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature of any personal benefit derived by the director are not prohibited by state or federal law or regulation and, without further limitation:
- (a) In an action other than a derivative suit regarding a decision by the director to approve, reject, or otherwise affect the outcome of an offer to

purchase the stock of, or to effect a merger of, the corporation, the transaction and the nature of any personal benefits derived by a director are disclosed or known to all directors voting on the matter, and the transaction was authorized, approved, or ratified by at least two directors who comprise a majority of the disinterested directors (whether or not such disinterested directors constitute a quorum);

- (b) The transaction and the nature of any personal benefits derived by a director are disclosed or known to the shareholders entitled to vote, and the transaction was authorized, approved, or ratified by the affirmative vote or written consent of such shareholders who hold a majority of the shares, the voting of which is not controlled by directors who derived a personal benefit from or otherwise had a personal interest in the transaction; or
- (c) The transaction was fair and reasonable to the corporation at the time it was authorized by the board, a committee, or the shareholders, notwithstanding that a director received a personal benefit.
- (4) The circumstances set forth in subsection (3) are not exclusive and do not preclude the existence of other circumstances under which a director will be deemed not to have derived an improper benefit.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent, provided, however, that this provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

I submit this document and affirm that the facts stated herein are true. aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. In

Yvonne M. Morris

Incorporato

Print Name