

## TRANSMITTAL LETTER

P97000080517

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

100002287881--2  
-09/09/97--01008--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: IMPACT MKTG, 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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WILLIAM DAVIS  
Name (Printed or typed)

PO BOX 209 110 DUKES TRAIL  
Address

PUTNAM HALL, FL 32185  
City, State & Zip

352-473-0380  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 AM 11:56

2555-  
W97-20924

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

2555-  
W97-20924



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 AM 11:56

September 11, 1997

WILLIAM DAVIS  
POST OFFICE BOX 209  
PUTNAM HALL, FL 32185

SUBJECT: IMPACT MKTG INC.  
Ref. Number: W97000020924

We have received your document for IMPACT MKTG INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 997A00045211

EFFECTIVE DATE

9/15/97

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DIVISION OF CORPORATIONS  
97 SEP 17 AM 11:56

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation effective as of September 15, 1997.

ARTICLE I

The name of this corporation is "Impact Mktg Inc." The period of its duration is perpetual. The initial principal place of business and mailing address of this corporation shall be:

3837 Baymeadows Road  
Jacksonville, Florida 32217

The bylaws may provide for relocation of the principal office or mailing address to any other address.

ARTICLE II

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

ARTICLE III

The corporation is authorized to issue 1,000 shares, all of one class, at no par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said stock

shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the board of directors of this corporation.

#### ARTICLE IV

The business of this corporation shall be conducted, carried on, and managed by the officers of this corporation and a board of directors composed of one (1) or more members which number may be altered from time to time in accordance with the By-laws adopted by this corporation within the limitations prescribed by law.

The name and street address of each member of the first board of directors is:

William L Davis  
Black Jack Hill Inc.  
110 Dukes Trail  
Putnam Hall, Florida 32185

Bill Fithian  
Pinnacle Direct Marketing  
2204 Village Circle Suite 811  
Bedford, Texas 76022

Jerry Kelly  
Bankcard Registry Services, Inc.  
116 North Lindsey Road Suite 7  
Mesa, Arizona 85213

Judith A. B. Davis  
110 Dukes Trail  
Putnam Hall, Florida 32185

They shall hold office until the first annual meeting of stockholders.

The officers of this corporation shall be a president and any other officer as the board of directors may seem expedient. Any two or more offices may be held by the same person.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this

reservation. The power to adopt, alter, amend or repeal the Article of Incorporation or its by laws of this corporation shall be vested in the shareholders by a fifty-one (51) percent vote.

#### ARTICLE V

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) the shareholder would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected. The shareholders may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as the shareholder may see fit.

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing

evidencing their consent are filed with the Secretary of corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he holds cast the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VI

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested,

shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if:

- 1) the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2) such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- 3) the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE VII

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to Florida statute or law.

ARTICLE VIII

The name and address of the initial registered agent and office of this corporation is as follows:


William Davis  
110 Dukes Trail  
Putnam Hall, Florida 32185  
(352) 473-0380

ARTICLE IX

The name and address of the Incorporator signing these Articles of Incorporation is:

William Davis  
110 Dukes Trail  
Putnam Hall, Florida 32185

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 September 1997.

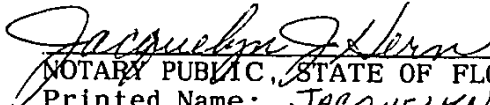
  
William Davis

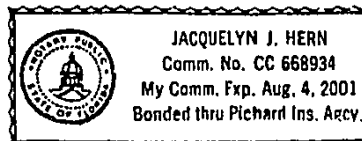


STATE OF FLORIDA  
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared William Davis, to me personally know (yes\_\_ no ☒) or who produced identification D120-932-67-303-0 to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged to and before me that he/she executed such instrument.

15<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of September 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
Printed Name: JACQUELYN J. HERN



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 AM 11:56

In pursuance to the provisions of section 607.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That "Impact Mktg Inc.", desiring to organize under the laws of the State of Florida has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

William Davis  
110 Dukes Trail  
Putnam Hall, Florida 32185

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply within the 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.

  
William Davis