

## ARTICLES OF INCORPORATION OF SARnet, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Incorporation.

### ARTICLE I – NAME

The name of the Corporation is: SARnet, Inc.

### ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 1065 Rainer Drive, Altamonte Springs, Florida 32714, and the mailing address of the Corporation is 1065 Rainer Drive, Altamonte Springs, Florida 32714.

### ARTICLE III – PURPOSE

Subject to Article VII hereof, the exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and scientific business and objects to be carried on and promoted by the Corporation, are as follows:

To facilitate emergency communications via amateur radio during times of natural disaster or national emergency in the State of Florida utilizing an executed Memorandum of Understanding (MoU) between this corporation (SARnet, Inc.), the Florida Department of Emergency Management, and the Florida Department of Transportation.

Notwithstanding the foregoing provisions, control of the Corporation is vested solely in its Board of Directors.

### ARTICLE IV RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, all subject to the requirements of the Act and the Code.

### ARTICLE V- TERM OF EXISTENCE

The Corporation shall exist perpetually, unless dissolved according to law.

### ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1065 Rainer Drive; Altamonte Springs, Florida 32714 and the name of the registered agent of the Corporation at that address is James S. Hoge.

### ARTICLE VII – DIRECTORS

- A. The number of directors of the Corporation is currently three (3).
- B. The number of directors may be either increased or diminished from time to time by the

Board of Directors in accordance with the By-Laws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefore.

E. Directors shall be elected, appointed and removed as provided in the By-Laws of the Corporation.

#### ARTICLE VIII LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the directors:

- (i) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (ii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be earned on by:
  - a. A corporation exempt from Federal income tax under Section 501(c)(3) of the Code.
  - b. A corporation, contributions to which are deductible under Section 170(c)(3) of the Code.
- (iii) Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more not-for-profit organization. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.
- (iv) The Corporation shall indemnify the directors and officers of the Corporation, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida.

- (v) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation for money damages. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
- (vi) The enumeration and definition of particular powers of the Board of Directors included in this Article IX shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force.

#### ARTICLE IX – MEMBERS

The Corporation shall not have members.

#### ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended with the unanimous consent of the Corporation's Board of Directors.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. Any adoption, alteration, amendment or repeal of the By-Laws shall be made with the unanimous consent of the Corporation's Board of Directors.

#### ARTICLE XII – DISSOLUTION

- a. Subject to Article VIII (iii) above, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.
- b. Any assets not disposed of by the Board of Directors as provided herein shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned directors have executed these Articles of Incorporation of SARnet, Inc., a Florida not-for-profit corporation, on July 16, 2024.

Randy Pierce

Randy Pierce, Director

Joed R. Poerschke, PE  
Joed R. Poerschke, PE, Director

James S. Hoge  
James S. Hoge, Director

ACCEPTANCE BY REGISTERED AGENT

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

James S. Hoge  
James S. Hoge, Registered Agent

CERTIFICATE REQUIRED BY CHAPTER 617 OF THE FLORIDA STATUTES

I HEREBY CERTIFY that:

(i) The foregoing Articles of Incorporation of SARnet, Inc., a Florida not-for-profit corporation (the "Corporation"), do not contain any amendment requiring member approval because the Corporation does not have any members and is governed solely by its Board of Directors; and

(ii) The foregoing Articles of Incorporation were duly adopted by the unanimous written consent of the Board of Directors of the Corporation dated 16<sup>th</sup> day of July, 2024, in accordance with the By-laws of the Corporation.

James S. Hoge  
James S. Hoge, Secretary