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MAIL ROOM

APPLICATION

\*\* FLORIDA PUBLIC SERVICE COMMISSION \*\*

DIVISION OF COMMUNICATIONS  
BUREAU OF SERVICE EVALUATION

APPLICATION FORM  
for  
AUTHORITY TO PROVIDE (PATs)  
PAY TELEPHONE SERVICE  
WITHIN THE STATE OF FLORIDA

981876-TC

INSTRUCTIONS

- ◆ This form is used as an application for an original certificate to provide pay telephone service within the State of Florida.
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and two (2) copies of this form, the signed Applicant Acknowledgment Card, and a non-refundable application fee of \$100.00 to:

Florida Public Service Commission  
Division of Records and Reporting

MACI Long Distance  
P.O. BOX 24668  
MEMPHIS, TN 38184  
(901) 385-0880

UNITED AMERICAN BANK  
MEMPHIS, TENNESSEE

01032

One hundred & 00/00\*\*\*\*\*

DATE	AMOUNT
12/16/98	100.00

PAY TO THE ORDER OF

Florida Public Service Commission

DOCUMENT NUMBER - DATE

14154 DEC 17 98

RECORDS-RECORDS/REPORTING

*Kenneth B...*

## APPLICATION

1. Name of company:

Daytona Telephone Company

2. Name under which applicant will do business (fictitious name, etc.):

N/A

3. Official mailing address (including street name & number, post office box, city, state, and zip code).

7850 Stage Hills Boulevard, Suite 102

Post Office Box 34668

Bartlett, TN 38133

Memphis, TN 38184-0668

4. Florida address (including street name & number, post office box, city, state, and zip code):

404 Halifax (proposed)

Daytona Beach, FL 32174

5. Structure of organization:

Individual

Corporation

General Partnership

Limited Partnership

Other, \_\_\_\_\_

6. **If incorporated in Florida**, provide proof of authority to operate in Florida:

(a) Florida Secretary of State Corporate registration number: F98000004432

## APPLICATION

7. If using fictitious name-d/b/a, provide proof of compliance with the fictitious name statute (Chapter 865.09 FS) to operate in Florida:

(a) Florida Fictitious Name registration number: \_\_\_\_\_

8. F. E. I. Number (if applicable): \_\_\_\_\_

9. If individual, provide:

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

10. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

(a.) Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

## APPLICATION

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

(b) Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

1. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Michael D. Boger, Sr.

Title: President / CEO

Address: 7850 Stage Hills Boulevard, Suite 102

City/State/Zip: Bartlett, TN 38133

Telephone No.: (901) 384-9100 Fax No.: (901) 385-7020

Internet E-Mail Address: Mbogersr@Concentric.Net

Internet Website Address: \_\_\_\_\_

(b) Official Point of Contact for the ongoing operations of the company:

Name: Michael D. Boger, Sr.

## APPLICATION

13. Has the applicant or any subsidiary, partner, officer, director, or any stockholder ever been granted or denied a pay telephone certificate in the State of Florida? (This includes active and canceled pay telephone certificates.) If yes, provide explanation and list the certificate holder and certificate number.

None

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14. Is the applicant or any subsidiary, partner, officer, director, or any stockholder a subsidiary, partner, or officer in any other Florida certificated pay telephone company? If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No

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15. List other states in which the applicant:

a. Is currently providing pay telephone service.

None

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b. Has applications pending to be certificated as a pay telephone provider.

None

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# APPLICATION

c. Has been denied authority to operate as a pay telephone provider. Explain circumstances.

None

d. Has had regulatory penalties imposed for violations of telecommunications statutes, rules, or orders. Explain circumstances.

None

16. Please check (✓) the services that will be provided:

LOCAL  
LONG DISTANCE  
COIN  
CALLING CARD  
CREDIT CARD  
OTHER (Describe)

✓  
R  
R  
R  
R  
R  
R

17. Proposed number of pay telephone instruments the applicant plans to install/operate in the first year: 30

## APPLICATION

18. How does the applicant intend to service and maintain each payphone (✓) (check all that apply)

PERSONALLY	<input type="checkbox"/>
FULL-TIME TECHNICIAN	<input checked="" type="checkbox"/>
PART-TIME TECHNICIAN	<input type="checkbox"/>
SERVICE/REPAIR/MAINTENANCE CONTRACT	<input type="checkbox"/>
OTHER (Describe)	<input type="checkbox"/>

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19. Will each of the pay telephones to be installed provide access to all locally available long distance carriers via 10XXX+0, 1010XXX, 950-XXXX, and 1-800? (See Rule 25-24.515(6), F.A.C.)

(✓) Yes ( ) No

Explain: \_\_\_\_\_

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20. Will each of the pay telephones to be installed conform to subsections 4.29.2 - 4.29.4 and 4.29.8 of the American National Standard Specifications for Making Buildings and Facilities Accessible and Usable by Physically Handicapped People (Attachment F, ANSI STANDARDS)(See Rule 25-24.515(13), F.A.C.).

(✓) Yes ( ) No

**AFFIDAVIT**

By my signature below, I, the undersigned owner/officer, have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

I will comply with all current and future Commission requirements regarding pay telephone service. I understand that I am required to pay a regulatory assessment fee (minimum of \$50.00 per calendar year), file an annual pay telephone service report, and pay gross receipts tax. Furthermore, I agree to keep the Commission advised of any changes in the names or addresses listed in the application within 10 days of the change.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

**UTILITY OFFICIAL:**

Signature: *Michael D. Boger, Sr.*

12/16/98  
Date

Michael D. Boger, Sr.  
Printed Name:

President / CEO  
Title:

(901) 385-7020  
Fax No.

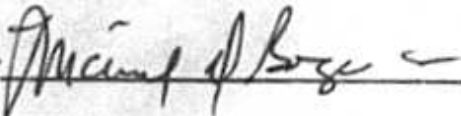
Address: 7850 Stage Hills Boulevard, Suite 102  
Bartlett, TN 38133



**APPLICANT ACKNOWLEDGMENT**

**Applicant:** Daytona Telephone Company

*I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.*

**Signature:** 

**Date:** 12/16/98

**Printed Name:** Michael D. Boger, Sr.

**Title:** President / CEO

**Address:** 7850 Stage Hills Boulevard, Suite 102

Bartlett, TN 38133

**Telephone No.** (901) 384-9100

**Fax No.** (901) 385-7020

**THIS ACKNOWLEDGMENT FORM MUST BE COMPLETED AND RETURNED WITH THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.**

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE INCORPORATOR OF DAYTONA TELEPHONE COMPANY**

The organizational meeting of the Incorporator of Daytona Telephone Company was held at One Memphis Place, 200 Jefferson Avenue, Suite 1450, Memphis, Tennessee on Friday, June 25, 1998.

The Incorporator of the Corporation was present in person as follows:


Stephen P. Hale

Stephen P. Hale acted as both Chairman and Secretary of the meeting.

The Incorporator, Stephen P. Hale stated that the sole Director of the Corporation shall be:

Michael Boger, Sr.

There being no further business, the meeting was, upon motion duly made and seconded, adjourned.

  
STEPHEN P. HALE  
INCORPORATOR

BY-LAWS  
OF  
DAYTONA TELEPHONE COMPANY

ARTICLE I.

Offices

SECTION 1. Principal Office. The principal office of the Corporation shall be located at 200 Jefferson Avenue, Suite 1450, Memphis, Tennessee 38103. The location of the principal office of the Corporation may be changed from time to time by action of the Board of Directors (hereinafter called "Board").

SECTION 2. Registered Office. The registered office of the Corporation shall be located at One Memphis Place, 200 Jefferson Avenue, Suite 1450, Memphis, TN 38103. The location of the registered office of the Corporation may be changed from time to time by action of the Board, but its location must always be identical with the business office of the Corporation's registered agent.

SECTION 3. Other Offices. The Corporation may also have offices and places of business at such other places within or without the State of Tennessee as the Board may determine or the business of the Corporation may require.

ARTICLE II.

Meetings of Shareholders

SECTION 1. Place of Meetings. All meetings of the shareholders shall be held at such place or places either within or without Tennessee as may be selected by the Board and designated in a notice of meeting or in a duly executed waiver of notice thereof.

SECTION 2. Annual Meetings. The annual meeting of the shareholders shall be held at such date between January 1 and June 30 in each year as may be fixed by the Board. At such meeting, the shareholders shall elect directors and transact such other business as may properly come before the meeting.

SECTION 3. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or the Board and shall be called by the President or the secretary at the written request of persons holding of record not less than one-tenth (1/10th) of all the outstanding shares of the Corporation entitled to vote at such meeting, which written request shall state the purpose or purposes of such meeting.

Business transacted at all special meetings shall be confined to the purpose or purposes stated in the notice of meeting.

**SECTION 4. Notice of Meetings.** Notice of every meeting of shareholders stating the place, day and hour of the meeting shall be given to each shareholder of record entitled to vote at such meeting not less than ten (10) days nor more than two (2) months before the date of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and the person or persons form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication. Written notice by the Corporation to the shareholders is effective when mailed, if mailed first class, postpaid and correctly addressed to the shareholder's address shown in the corporation's current record of shareholders.

**SECTION 5. Waiver of Notice.** A shareholder may waive notice of any meeting either before or after the meeting in writing and signed by the shareholder, which waiver shall be filed with the minutes or other corporate records. A shareholder may also waive such notice by attendance at or participation in a meeting unless the shareholder at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transaction business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**SECTION 6. Fixing Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or in order to make a determination of shareholders for any other proper purpose, the Board may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than seventy (70) nor less than ten (10) days before the date of any such meeting, nor more than seventy (70) days prior to any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day preceding the day in which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board fixes a new record date for the adjourned meeting. The Board must fix a new record date if the meeting is adjourned to a date more than four (4) months after the date fixed for the original meeting. If the Board fixes a new record date for the adjourned meeting a notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to vote at such adjourned meeting.

**SECTION 7. Quorum.** The presence of a quorum shall be necessary at any meeting for the transaction of business. Except as otherwise provided by law, the holders of a majority of the outstanding shares of the Corporation entitled to vote at such meeting, present in person or

represented by proxy, shall constitute a quorum at a meeting of shareholders. If, however, such quorum shall not be present or represented at any meeting, the holders of a majority of the shares present in person or represented by proxy may adjourn the meeting from time to time, (but for no longer than four months after the date fixed for the original meeting), without notice other than announcement at the meeting, until a quorum shall be present or represented. At an adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

**SECTION 8. Voting.** Except as otherwise provided by law, the charter, or these By-Laws, all matters other than the election of directors, shall be determined by a majority of the votes cast at a meeting of the shareholders by the holders of shares entitled to vote thereon. Election of directors shall be determined by a plurality of the votes cast in such election by the holders of the shares entitled to vote therein. Votes may be cast in person or by proxy. Except as otherwise provided by law or the charter all voting rights and similar rights to consent or object to corporation action shall be vested exclusively in the holders of the Common Stock. Each shareholder of record entitled to vote at any meeting or on any matter shall be entitled to one vote for every share of stock entitled to vote standing in his name on the stock transfer books of the Corporation.

**SECTION 9. Proxies.** Each shareholder entitled to vote at meeting of shareholders or express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be signed by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time it is exercised. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless otherwise provided in the proxy. Except as otherwise provided by the statutes of Tennessee, every proxy shall be revocable at the pleasure of the person executing it or of his personal representatives or assigns.

**SECTION 10. Action without meeting.** Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting. If all shareholders entitled to vote on the action consent to taking such action without a meeting, the affirmative vote of the number of shares that would be necessary to authorize or take such action at meeting is the act of the shareholders. The action must be evidenced by one or more written ballots describing the action taken, signed by each shareholder entitled to vote on the action in one or more counterparts, indicating each signing shareholder's vote or abstention on the action, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records the record date for determining shareholders entitled to take action without a meeting is the date the first member signs the consent. A consent signed has the effect of a meeting vote and may be described as such in any document.

**SECTION 6. Regular Meetings.** A regular meeting of the Board shall be held without any requirement of notice immediately after the annual meeting of shareholders. The Board may provide, by resolution, the time for the holding of additional regular meetings without other notice than such resolution.

**SECTION 7. Special Meetings.** Special meetings of the Board may be called by or at the request of the chairman of the Board (if any), the President or any two (2) directors. Notice of each such meeting shall be given to each director, at least two (2) days before the day on which the meeting is to be held. Oral notice is effective when communicated in a comprehensible manner. Written notice is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the U.S. Mail, if mailed correctly addressed and with first class postage affixed thereon; (3) on the dates shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (4) twenty (20) days after its deposit in the U.S. Mail, as evidenced by the postmark if mailed correctly addressed, and with other than first class, registered or certified postage affixed. (Therefore, if the notice is mailed first class, it must be deposited in the U.S. Mail seven (7) days prior to the meeting). Every such notice shall state the time and place, but need not state the purpose of the meeting. A director may waive any such notice either before or after the meeting in writing and signed by the director, which waiver shall be filed with the minutes or other Corporate records. A director may also waive such notice by attendance at or participation in a meeting unless the director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transaction business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**SECTION 8. Quorum and Manner of Acting.** A quorum shall consist of a majority of the number of directors fixed or prescribed these By-Laws. A quorum must be present in any vote or action that is taken by the Board. The affirmative vote of a majority of directors present is the act of the Board unless the charter or these By-Laws or law requires the vote of a greater number of directors. A meeting may be adjourned whether or not there is a quorum present. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment. A director who is present at the meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transaction business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken. Any or all directors may participate in either a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting; a director participating in a meeting by this means is deemed to be present in person at the meeting.

**SECTION 9. Action without Meeting.** Any action required or permitted to be taken at a Board meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director in one or more counterparts, indicating each signing director's vote or abstention on the action, and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent signed has the effect of a meeting vote and may be described as such in any document.

**SECTION 10. Compensation.** Directors, as such, shall not receive any stated compensation for their services, but they may be allowed a fixed annual or periodic sum, determined by the Board, and expenses of attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**SECTION 11. Committees.** The Board may create one or more committees. A committee may consist of one member. All members of committees of the Board which exercise powers of the Board must be members of the Board and serve at the pleasure of the Board. The creation of a committee and appointment of a member or members to it must be approved by a majority of all of the directors in office when the action is taken. All actions taken by committees shall be reduced to writing and kept as part of the corporate records. The provisions of these By-Laws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees and their members as well. Each committee may exercise the authority of the Board and/or perform other functions as specified by the Board; however, a committee may not: (1) authorize distributions, except according to a formula or method prescribed by the Board; (2) approve or propose to shareholders action that the Tennessee statutes require to be approved by shareholders; (3) fill vacancies on the Board or on any of its committees; (4) amend the charter; (5) adopt, amend or repeal By-Laws; (6) approve a plan of merger not requiring shareholder approval, (7) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board; or (8) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board may authorize a committee (or senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board.

## ARTICLE IV.

### Officers

SECTION 1. Officers. The officers of the Corporation shall be a president and a secretary each of whom shall be elected by the Board. The Board may elect or appoint such other officers, including a chairman of the Board, as may be deemed necessary or desirable. The Board may also authorize any officer to appoint one or more other officers or assistant officers. The same individual may simultaneously hold more than one office in the Corporation, except the offices of president and secretary.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board shall be elected annually by the Board at the first meeting of the Board held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be. Officers may also be elected at any subsequent meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or until he shall have been removed in the manner hereinafter provided, whichever event shall first occur.

SECTION 3. Removal. The Board may remove any officer at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. An officer's removal does not affect the officer's contract rights, if any, with the Corporation. An officer's resignation does not affect the Corporation's contract rights, if any, with the Corporation. An officer's resignation does not affect the Corporation's contract rights, if any, with the officer. The election or appointment of an officer does not itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board or the officer who appointed the other officer or assistant officer.

SECTION 5. Powers and Duties. The President shall be the Chief Executive Officer of the Corporation and shall have general and active supervision of all of the business and affairs of the Corporation. The President shall preside at all meetings of the shareholders in the absence of a Chairman of the Board. If the Corporation has a Chairman of the Board, he shall preside, when present, at all meetings of the Board and at all meetings of the shareholders. The secretary shall be responsible for the preparation and safe keeping of the minutes of all meetings of the shareholders, directors and committees. Subject to the foregoing, all officers shall have such powers and duties as may be assigned to them by the Board or by the officer who appointed them. Any officer shall furnish, at the expense of the Corporation such fidelity bond as the Board may



## ARTICLE VI.

### General Provisions

SECTION 1. Distributions. The Board may authorize and the Corporation may make distributions to its shareholders pursuant to law, subject to any restrictions contained in the charter. A "distribution" means a direct or indirect transfer of money or other property (except for Corporation's own shares) or incurrence of indebtedness (whether directly or indirectly, including through a guaranty) by this Corporation to or for the benefit of its shareholders in respect of any of its shares. A distribution may be in the form of a declaration or payment of a dividend; a purchase, redemption, or other acquisition of shares; a distribution of indebtedness, or otherwise. The Board may also declare and make pro rata distributions, as dividends or otherwise, of authorized but unissued shares of the Corporation, pursuant to law. Shares reacquired by the Corporation (treasury shares) shall constitute authorized but unissued shares.

SECTION 2. Reserve Funds. The Board may set aside out of the earned surplus of the Corporation such sum or sums as the Board may from time to time, in its absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board thinks conducive to the interests of the Corporation, and the Board may modify or abolish a y such reserve in the manner in which it was created.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents of the Corporation, and in such manner as shall be determined by the Board.

SECTION 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be delegated by the Board.

SECTION 5. Books and Records. The Corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors on behalf of the Corporation. The Corporation shall also maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class and series, if any, of shares showing the number, class and series, if any, of shares held by each shareholder. The Corporation shall keep a copy of the following records at its principal office: (1) its Charter or Restated Charter and all amendments thereto currently in effect; (2) its By-Laws and all amendments to them currently in effect; (3) resolutions adopted by the board of directors creating one or more classes or series of shares, and

fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding; (4) the Minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years; (5) all written communications to shareholders generally within the past three years, including any financial statements prepared for the past three years; (6) a list of the names and business addresses of its current directors and officers; and (7) the Corporation's most recent annual report delivered to the Secretary of State.

SECTION 6. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each year.

SECTION 7. Seal. The Corporation shall have no seal.

## ARTICLE VII

### Indemnification and Insurance

SECTION 1. Indemnification. For purposes of this Article VII, "director" means an individual who is or was a director of this Corporation, including individuals who have been duly authorized to perform some or all of the duties of a director, or an individual who, while a director of this Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. "Director" includes the estate or personal representative of a director. Each director and officer shall be indemnified by the Corporation against any "liability" because he is or was a director or officer. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding (any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal). However, no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes his liability: (1) for any breach of the duty of loyalty to the Corporation or its shareholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) for any liability for an unlawful distribution. The Corporation shall advance the reasonable expenses of a director or officer in connection with any "proceeding" (as defined above) involving a director or officer because he is or was a director or officer; provided that, the director or officer shall be obligated to repay the Corporation the advanced expenses if indemnification by the Corporation is not permitted as stated above.

SECTION 2. Insurance. The Corporation may purchase and maintain insurance on behalf

of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify him against the same liability.

## ARTICLE VIII

### Emergency By-Laws

SECTION 1. Emergency. For purposes of this Article VIII, an "emergency" exists when a quorum of the corporate directors cannot readily be assembled because of some catastrophic event.

SECTION 2. Emergency By-Laws. In the event of an emergency as defined in Section 1, and only for the duration of the emergency, provisions of this Corporation's regular by laws inconsistent with these emergency By-Laws are suspended. A meeting of the Board of Directors may be called by the Chairman of the Board, the President, any one director, or by any officer of the Corporation in the event the Chairman of the Board and President are unavailable. A meeting of the Board may be held as soon as a good faith effort has been made to give oral notice of the meeting to all the directors and sufficient time has elapsed to give the notified directors time to attend the meeting in person, by telephone or some other means of communication. One director shall constitute a quorum. Action taken by a majority of directors at the meeting in person or through some other means of communication shall constitute the act of the Board. In the event no director can be reached within a reasonable time under the circumstances, the two most senior officers of the Corporation available by phone or otherwise are hereby designated directors, and the unanimous action of the two designated directors shall constitute the act of the Board. Any action of the Board taken under these emergency By-Laws shall be reduced to writing and brought to the attention of the entire Board as soon as practicable. The minutes of the emergency meeting shall reflect that: (1) the action was taken pursuant to these emergency By-Laws; (2) who called the meeting; (3) what directors were reached; (4) who attended the meeting in person or by some other means of communication; (5) the action taken, and (6) the vote thereon by the directors.

## ARTICLE IX

### Amendments

SECTION 1. Amendments. The shareholders at the time entitled to vote in the election of directors may alter, amend or repeal these By-Laws. The Board may also alter, amend or

Registered Agent for service of process upon the Corporation. Upon motion duly made and seconded, the Board of Directors unanimously:

RESOLVED, that the designation of Stephen P. Hale as Registered Agent for service of process upon the Corporation be and hereby is ratified.

The Chairman then produced a set of By-laws and suggested that the same be adopted by the Corporation. Upon motion duly made and seconded, the Board of Directors unanimously:

RESOLVED, that the By-laws, attached hereto as Exhibit B, be and hereby are adopted as the By-laws of the Corporation and are spread upon and made a part of the Minutes of the Corporation.

The Chairman then presented a form of stock certificate for the Corporation. Upon motion duly made and seconded, the Board of Directors unanimously:

RESOLVED, that the specimen form of stock certificate presented to this meeting shall be placed in the corporate minute book immediately following the Minutes of this meeting and that such stock certificate, attached hereto as Exhibit C, shall be and hereby is the form of stock certificate for the Corporation.

The chairman stated that the next order of business is the issuance of stock of the Corporation. Upon motion duly made and seconded, the Board of Directors unanimously:

RESOLVED, that the Corporation is hereby authorized to offer for sale and to sell and to issue up to one thousand (1,000) shares of the Corporation's common stock with \$.01 par value upon receipt of \$1.00 per share payable in cash or other property.

The Chairman next stated that there is now outstanding one offer of subscription by the person listed below subscribing to 1,000 shares of the \$.01 par value common stock of the

Corporation for \$1.00 per share as follows:

Michael Boger, Sr.	1,000 shares
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Pursuant to the plan adopted hereinabove, the subscription offer by Michael Boger, Sr. of \$1,000.00 in cash for 1,000 shares of the \$.01 par value common stock of the Corporation was accepted.

The Board of Directors thereupon unanimously.

RESOLVED, that the subscriber, having furnished full consideration for the shares for which he subscribes, the issuance of the stock certificate to Michael Boger, Sr. representing 1,000 shares of the \$.01 par value common stock of the Corporation is hereby authorized.

Upon nominations duly made and seconded, the following were elected unanimously by the Board of Directors as officers of the Corporation to serve in the offices listed below:

Michael Boger, Sr.	President
Michael Boger, Sr.	Chairman of the Board
Kimberly Boger	Secretary

The next order of business was the selection of a depository for the funds of the Corporation. After discussion, a resolution, a copy of which is attached hereto as Exhibit D, designating First American National Bank as the depository for the funds of the Corporation, was adopted.

The Chairman then accepted the resignation of Stephen P. Hale as Incorporator of the