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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ICOAST CIO COUNCIL CORP.**

NO8000001383

The undersigned, of ICOAST CIO COUNCIL CORP., a Florida not for profit corporation ("Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE I - NAME

The name of the Corporation is CIO COUNCIL OF SOUTH FLORIDA, INC., a Florida not for profit corporation.

ARTICLE II - PURPOSE OF CORPORATION

The purpose of the Corporation is to provide and promote the dissemination of technology related information to South Florida CIOs and future employees of the corporations of South Florida CIOs through association with South Florida corporations, organizations, colleges, universities and other educational institutions and to do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for a not for profit Corporation to do or exercise under and pursuant to the laws of the State of Florida.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto.

ARTICLE IV - PRINCIPAL OFFICE

The principal and mailing address and office of this Corporation is 4613 N. University Drive, #267, Coral Springs, Florida 33067.

ARTICLE VI - MEMBERS

This Corporation shall have no Members.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected by a majority vote of the Board of Directors. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. Such other officers and assistant officers and agents, including, but not limited to Assistant Secretaries and Assistant Treasurers, as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

ARTICLE VIII - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3); *provided, however*, that the number of directors may expand as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

Name

Sanjay Deo

Charles Grau

Johann Vaz

The number of directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected as provided in the Bylaws of this Corporation.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Action Against Party Because of Corporate Position. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or

completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action by or in the Right of Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction ("Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3. Reimbursement if Successful. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Sections 1 or 2 of this Article XII, or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

Section 4. Authorization. Any indemnification under Sections 1 and 2 of this Article XII (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

Section 5. Advanced Reimbursement. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking

by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, Bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elise Sanchez
1840 Southwest 22nd Street
4th Floor
Miami, Florida 33145

ARTICLE XIV - REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and address of the registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand this 21st day of April, 2016.

CIO COUNCIL OF SOUTH FLORIDA, INC.


Charles Grau, President

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