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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ICAMR, Inc.

DOCUMENT NUMBER: N14000005381

The enclosed Amended & restated Articles of Amendment and fee are submitted for filing.
Inc.

Please return all correspondence concerning this matter to the following:

Robert W. Wilson
(Name of Contact Person)

UCF
(Firm/ Company)

12201 Research Pkwy, Suite 501
(Address)

Orlando, FL 32826
(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Wilson at (407) 823-0628
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ICAMR, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

In accordance with Chapter 617, Florida Statutes, the Board of Directors of ICAMR, Inc. duly adopted at a meeting on February 5, 2015 the following Amended and Restated Articles of Incorporation of ICAMR, Inc., a Florida not-for-profit corporation, which was originally incorporated and authorized to do business under the laws of the State of Florida, and which its original Articles of Incorporation were filed with the Florida Secretary of State on June 5, 2014, with an effective date of May 30, 2014, Document Number N14000005381. These Amended and Restated Articles of Incorporation did not require member approval and supersede the original Articles of Incorporation in their entirety.

ARTICLE I - NAME

The name of the nonprofit corporation is:

ICAMR, INC.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the nonprofit corporation is:

3 Courthouse Sq., 2nd Floor
Kissimmee, Florida 34741

ARTICLE III – PURPOSE

This nonprofit corporation is organized and shall be operated exclusively as a not-for-profit corporation and business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws). Specifically, and without limiting the generality of the preceding sentence, this nonprofit corporation's purposes primarily include, but are not limited:

1. To promote the business interests and improve the business conditions of the advanced sensor-photonics manufacturing industry;
2. To promote and foster research and development for the benefit of the advanced sensor-photonics manufacturing industry and pursue ways to increase advanced sensor-photonics manufacturing efficiency and effectiveness, increase manufacturing technology, lower manufacturing costs and increase the number of trained workers for the advanced sensor-photonics manufacturing industry;
3. To foster development of a high impact industry center, with a cluster of technology companies driving economic development, adding significant jobs;

4. To promote cooperative research and development by university, industry, and government partners to accelerate the advancement of sensor-photonics development and improve the business conditions of the advanced sensor-photonics industry;

5. To promote the development of improved manufacturing processes for sensors-photonics;

6. To promote and protect the mutual interests of the Corporation's members and the sensor-photonics industry at large, to provide a forum for sharing of solutions, intellectual property and educational materials gained by its members in order to promote the business interests of the advanced sensor-photonics manufacturing industry as a business league, to formulate and maintain standards of the advanced sensor-photonics manufacturing industry in its interaction with individual members, and in general to promote the image and exposure of the advanced sensor-photonics manufacturing industry; and

7. To engage in any and all lawful activities of a nonprofit corporation organized under the laws of the State of Florida that are incidental to the foregoing purposes except as restricted herein.

No part of the assets or net earnings of the nonprofit corporation shall inure to the benefit of or be distributable to any private member or individual, except that the nonprofit corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

The nonprofit corporation shall conduct or carry on only activities permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – POWERS

The nonprofit corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified herein, the corporation shall have any additional powers specified in its Bylaws.

ARTICLE V - MEMBERS

The qualifications for membership, and the manner of admission shall be as set forth in and regulated by the Bylaws.

ARTICLE VI – BOARD OF DIRECTORS

The regulation of the internal affairs of the nonprofit corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws; the manner of their election or appointment shall be provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the nonprofit corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any country or in any of the states, territories or possessions of the United States, or the District of Columbia.

The number of directors constituting the Board of Directors shall never be less than three (3), and may be increased or decreased from time to time in the manner set forth in the Bylaws. The Board of Directors shall consist of the following:

- (a) One (1) person appointed by and representing the UNIVERSITY OF CENTRAL FLORIDA (the "UCF Director");
- (b) One (1) person appointed by and representing OSCEOLA COUNTY, FLORIDA, (the "Osceola Director");
- (c) One (1) person from the executive management of the Corporation, who shall be the President, CEO, or other executive officer of the Corporation;;
- (d) Two (2) persons representing the key industry initiative partner(s); and
- (e) Such other persons (including non-voting directors) as may be appointed in accordance with the Bylaws.

ARTICLE VII - INDEMNIFICATION

The nonprofit corporation shall indemnify officers and directors to the full extent permitted by the Florida Not-for-Profit Corporation Act, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the nonprofit corporation as specified herein, or would be inconsistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the nonprofit corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the nonprofit corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to the University of Central Florida Research Foundation, Inc., a Section 501(c)(3) organization, or to one or more organizations which engage in activities substantially similar to those of the nonprofit corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

ARTICLE IX – REGISTERED AGENT, REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

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W. Scott Cole
4000 Central Florida Boulevard
Millican Hall Room 360
Orlando, Florida 32816-0015

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended, changed, or repealed by two-thirds vote of the Board of Directors, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the nonprofit corporation is formed, shall be consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and all power and authority herein conferred or granted shall be subject to the further amendment of these Articles of Incorporation. Provided further, that no amendment may be made to these Articles of Incorporation affecting the rights, obligations, or any provision hereunder of or regarding the UCF Director or Osceola Director without first obtaining the approval of such Director, respectively.

ARTICLE XI - DURATION

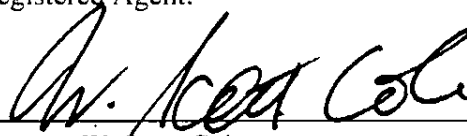
The nonprofit corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of this 5th day of February, 2015.


_____, Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT 15 FEB 20 PM 12:31

Having been named as Registered Agent and to accept service of process for the above stated 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 with 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.



Name: W. Scott Cole

Title: Registered Agent

Date: 2 5, 2015