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ACCOUNT NO. : 072100000032
REFERENCE : 817945 4352702
AUTHORIZATION :
COST LIMIT : \$222.50

Patricia P. Pitt

ORDER DATE : May 13, 1998
ORDER TIME : 3:14 PM
ORDER NO. : 817945-005
CUSTOMER NO: 4352702

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 13 AM 9:29

CUSTOMER: Ms. Jennifer L. Joyner
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue
Sarasota, FL 34236

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DOMESTIC FILING

NAME: SUNCOAST TECHNOLOGY ALLIANCE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 MAY 13 PM 4:10
DIVISION OF CORPORATIONS
J.P.
5/14/98

**ARTICLES OF INCORPORATION
OF
SUNCOAST TECHNOLOGY ALLIANCE, INC.**

FILED
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DIVISION OF CORPORATIONS
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(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be:

Suncoast Technology Alliance, Inc.

The principal address and the mailing address of the corporation shall be:

1819 Main Street, Suite 240
Sarasota, Florida 34236

**ARTICLE 2
PURPOSES**

The corporation is organized on a not for profit basis as a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to advance and support the interests of technology professionals and clean technology based industry located in Sarasota County, Manatee County, and surrounding Florida communities.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

**ARTICLE 3
MEMBERSHIP**

The qualification for members and the manner of their admission shall be as stated in the Bylaws.

**ARTICLE 4
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than five (5) or more than nine (9) persons, as determined pursuant to provisions of the Bylaws. The board of directors of the corporation shall be elected at the meeting of members of the corporation, held on the 1st day of April of each year, or such other date as determined pursuant to provisions of the Bylaws, to serve until the next annual meeting or until their respective successors are duly elected.

The names and addresses of the directors who are to manage the affairs of the corporation until the first such annual meeting of said members on April 1, 1999, and until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Karl Grass	2805 Fruitville Road Sarasota, Florida 34237
Gordon Greenfield	6432 Parkland Drive Sarasota, Florida 34243
Al Harshbarger	Post Office Box 110 Tampa, Florida 33601-0110
Diane Lambert	Post Office Box 321 Bradenton, Florida 34206
Barbara McKinney	1749 Independence Boulevard, Suite C-5 Sarasota, Florida 34234
Frank Tamberrino	1819 Main Street, Suite 240 Sarasota, Florida 34236
R.J. Thomas	2805 Fruitville Road Sarasota, Florida 34237
Bern Wiklendt	2033 Main Street, Suite 501 Sarasota, Florida 34237
Ned Wilson	5250 17 th Street Sarasota, Florida 34235

**ARTICLE 5
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**ARTICLE 6
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**ARTICLE 7
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is:

Williams, Parker, Harrison, Dietz & Getzen
200 South Orange Avenue
Sarasota, Florida 34236

The initial registered agent of this corporation at that address is:

J. Hugh Middlebrooks

**ARTICLE 8
INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is as follows:

J. Hugh Middlebrooks
Williams, Parker, Harrison, Dietz & Getzen
200 South Orange Avenue
Sarasota, Florida 34236

**ARTICLE 9
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

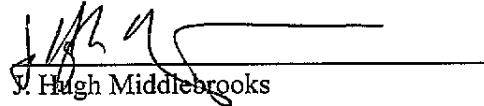
**ARTICLE 10
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to (i) another 501(c)(6) organization, or (ii) if no 501(c)(6) organization is available, to an organization which is organized and operated exclusively for the purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code.

**ARTICLE 11
AMENDMENT**

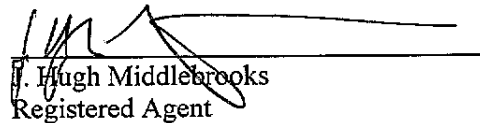
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May 1998.


J. Hugh Middlebrooks

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of Suncoast Technology Alliance, Inc., to accept service of process upon said corporation in this state. By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.


J. Hugh Middlebrooks
Registered Agent

JENNIFER L-306496.1

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