

N 99000002317

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida CTC, Inc

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2 Filings

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

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Name

Date

Time

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Will Pick Up

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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ARTICLES OF INCORPORATION

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OF

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FLORIDA CTC, INC.

(A DOMESTIC NOT FOR PROFIT CORPORATION)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be **Florida CTC, Inc.**

ARTICLE II PRINCIPAL OFFICE

The initial principal office and mailing address of this Corporation shall be 200 West Forsyth Street – Suite 1730, Jacksonville, Florida 32202.

ARTICLE III INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is Richard Scott Draughton, 200 West Forsyth Street – Suite 1730, Jacksonville, Florida 32202.

ARTICLE IV PURPOSES

The Corporation shall be incorporated under the Florida Not For Profit Corporation Law and shall be operated exclusively for charitable, scientific, testing for public safety, literary, and educational purposes permitted within the scope of the Florida Not For Profit Corporation Act and § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States federal tax code) (the "Code").

In furtherance of its general charitable, scientific, and educational purposes, the Corporation, in the public interest and to lessen the burdens of government, shall undertake scientific research and development activities for the governments of the United States of America, the State of Florida, other states, and political subdivisions, agencies, and instrumentalities of any of the foregoing, and shall undertake educational and other activities to promote the use of the benefits of scientific research and development by the industrial base. Without otherwise limiting its powers, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

Notwithstanding the foregoing provisions, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in § 501 (c)(3) of the Code.

ARTICLE V TERM OF EXISTENCE

The term for which the Corporation is to exist is perpetual.

ARTICLE VI MEMBER

The Corporation shall have a single member, which shall be Concurrent Technologies Corporation, a Pennsylvania nonprofit corporation exempt from federal income taxation under § 501(c)(3) of the Code (the "Member").

ARTICLE VII MANNER OF ELECTION OF DIRECTORS

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors elected by the Member. The number of directors (which shall not be less than three), the qualifications of directors, and the terms of office of directors shall be as provided in Bylaws adopted by the Corporation.

ARTICLE VIII ANTI-INUREMENT

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other people, 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.

ARTICLE IX POLITICAL ACTIVITIES

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 (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office except as authorized under the Code.

ARTICLE X OTHER PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE XI DISSOLUTION

Upon the liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as at the time shall qualify as an exempt organization or organizations under § 501(c)(3) of the Code, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Corporation is then located to another organization or organizations to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Corporation was organized.

ARTICLE XII PRIVATE FOUNDATION STATUS

If the Corporation is ever determined by the Internal Revenue Service to be a private foundation as defined in § 509(a) of the Code, and only during the period during which such determination applied, the Corporation shall:

- a. distribute its income, for the purposes specified in these Articles of Incorporation, for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Code,
- b. not engage in any act of self-dealing as defined in § 4941(d) of the Code,
- c. not retain any excess business holdings as defined in § 4943(c) of the Code,
- d. not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of § 4944 of the Code,
- e. not make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XIII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Teri S. Maguire, 100 CTC Drive, Johnstown, Pennsylvania 15904-1935.

In WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation on the date stated below.



Teri S. Maguire,
Incorporator

4/13/99

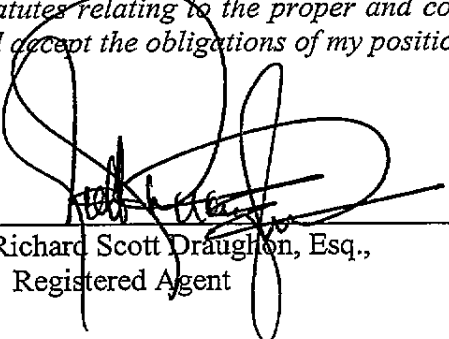
Date

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE
FOR
FLORIDA CTC, INC.

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE NOT FOR PROFIT LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is **Florida CTC, Inc.**
2. The name and address of the registered agent and office is Richard Scott Draughon, 200 West Forsyth Street – Suite 1730, Jacksonville, Florida 32202.

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.



Richard Scott Draughon, Esq.,
Registered Agent

4/13/99

Date

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