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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
Fax Number : (813)221-4210

03 JAN 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Tampa Bay Technology Forum, Inc.

Certificate of Status	0
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FROM

(WED) 1.22'03 16:43/ST. 16:42/NO. 4863333655 P 2



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 22, 2003

FOLEY & LARDNER OF TAMPA

SUBJECT: TAMPA BAY TECHNOLOGY FORUM, INC.
REF: W03000001860

The above named entity is listed as an active entity with our office;
therefore, the document(s) submitted is/are not required.

THIS ORGANIZATION WAS REINSTATED 04/18/2002. N000000001337

If you have any further questions concerning your document, please call
(850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX Aud. #: H03000027327
Letter Number: 503A00003520

*The name change has been filed and a
Consent to the use of the name is attached.*

FROM

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CONSENT TO USE OF NAME

Tampa Bay Technology Forum Foundation, Inc., a non-profit corporation organized under the laws of the State of Florida, hereby consents to the formation of Tampa Bay Technology Forum, Inc., a non-profit corporation to be formed in the State of Florida.

IN WITNESS WHEREOF, the said Tampa Bay Technology Forum Foundation, Inc. has caused this consent to be executed by a Director of the non-profit corporation this 21st day of January, 2003.


Michelle Bauer, Director

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FROM

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**ARTICLES OF INCORPORATION
OF
TAMPA BAY TECHNOLOGY FORUM, INC.**
(a Florida not-for-profit corporation)

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **TAMPA BAY TECHNOLOGY FORUM, INC.** (the "Corporation") under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the corporation is **TAMPA BAY TECHNOLOGY FORUM, INC.**

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the corporation shall be 5445 West Cypress Street, Third Floor, Tampa, Florida, 33607 and shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Purpose(s)

The purpose of the Corporation shall be (i) to promote the technology sector of economy of throughout Florida's Tampa Bay region, (ii) to expand the knowledge and expertise of technology businesses in Florida's Tampa Bay region through seminars, forums, educational publications and other means; (iii) to enhance public awareness of the technology industry in Florida's Tampa Bay region and the scientific, economic and other benefits it provides, and (iv) to represent the interests of the technology sector of Florida's Tampa Bay region's economy before federal, state and local agencies and the public.

The Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall have all corporate powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes and not prohibited under Section 501(c)(6) of the Code or any regulations promulgated hereunder. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private person. Upon the dissolution of the Corporation, all of its assets, after the

Carolyn T. Long, Esquire
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Tampa, Florida 33602
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satisfaction of its liabilities or adequate provision therefor, shall be distributed to an organization exempt from taxation under Section 501(c)(3) or Section 501(c)(6) of the Code.

ARTICLE IV

Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.

(3) No distributions shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing within the meaning of Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings within the meaning of Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

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(5) The Corporation shall not make any taxable expenditures within the meaning of Section 4945(d) of the Code.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be four; thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Michelle Bauer
5445 West Cypress Street, Suite 300
Tampa, FL 33607

Michael Brennan
100 N. Tampa Street
Suite 2200
Tampa, FL 33602

Fazal Fazlin
12000 28th Street North
St. Petersburg, FL 33716

Thomas Wallace
5445 West Cypress Street, Suite 300
Tampa, FL 33607

ARTICLE VI

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 5445 West Cypress Street, Suite 300, Tampa, FL 33607 and the initial Registered Agent at such address is Michelle Bauer.

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ARTICLE VII

Incorporator

The name and address of the sole incorporator of the Corporation is Michelle Bauer, 5445 West Cypress Street, Suite 300, Tampa, FL 33607.

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IN WITNESS WHEREOF, these Articles of Incorporation have been signed
by the undersigned incorporator this 22nd day of January, 2003.



Michelle Bauer, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is TAMPA BAY TECHNOLOGY FORUM, INC.
2. The name and address of the Registered Agent and office is:

Michelle Bauer
5445 West Cypress Street
Third Floor
Tampa, Florida 33607

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.

DATED, this 22nd day of January, 2003.

REGISTERED AGENT:

Michelle Bauer
Michelle Bauer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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