

NOOOOOOOO 706

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____
(Proposed corporate name - must include suffix)

200003098272--0
-01/13/00--01096--006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Edward Ellegood
C/O Spaceport Florida Authority
100 Spaceport Way

Cape Canaveral, FL 32920-4003

Daytime Telephone number

00 FEB - 2 AM 8:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

~~WOO 11110~~

T BROWN FEB - 3 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 2000

EDWARD ELLEGOOD
% SPACEPORT FLORIDA AUTHORITY
100 SPACEPORT WAY
CAPE CANAVERAL, FL 32920-4003

SUBJECT: FLORIDA SPACE RESEARCH INSTITUTE, INCORPORATED
Ref. Number: W00000001770

We have received your document for FLORIDA SPACE RESEARCH INSTITUTE, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 300A00002951

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be Florida Space Research Institute, Inc.

ARTICLE II

Term

The duration of this corporation shall be perpetual.

ARTICLE III

Principal place of business and mailing address

Principal place of business and the mailing address of this corporation shall be:

Florida Space Research Institute, Inc.
c/o Spaceport Florida Authority
100 Spaceport Way
Cape Canaveral, Florida 32920
Phone: (321) 730-5301
FAX: (321) 730-5307

ARTICLE IV

Purpose

The specific purposes for which the Florida Space Research Institute, Inc. is organized are to identify and pursue opportunities for statewide involvement in space-related research and education by Florida's public and private universities and colleges. The FSRI shall represent the interests of multiple universities and colleges; serve as a clearinghouse for academic involvement in government and commercial space programs; and engage in activities with the state's space industry employers to diversify and expand the state's space-related jobs, programs and investment. The FSRI shall also carry out the directions that have been assigned by Chapter 331.368, Florida Statutes, as approved by both the Florida Legislature and Governor.

The activities listed above will be carried out in accordance with Chapter 331.368, Florida Statutes, and within the meaning of section 501(c)(3), or any corresponding section of any future federal tax code.

ARTICLE V

Board of Directors and Membership

The Board of Directors of the Florida Space Institute, Inc., shall be established in accordance with Chapter 331.368, Florida Statutes, and may be changed by simple majority vote of the board of directors, but always with a minimum of seven directors, always with industry holding a majority of board seats, and always with

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seats for Enterprise Florida Inc., Spaceport Florida Authority, and Florida Aviation Aerospace Alliance. Membership in the Florida Space Research Institute, Inc. shall be open to public and private universities, community colleges, companies, and other organizations committed to supporting Florida-based space research, as approved by the board of directors of the Florida Space Research Institute, Inc. All member organizations shall designate in writing to FSRI the individual representing them in the Institute and casting their vote, with designated proxies allowed. The names and addresses of the initial board of directors are:

John Anderson
Enterprise Florida Inc.
390 North Orange Avenue, Suite 1300
Orlando, Florida 32801

Kevin Brown (2 year)
Command & Control Technologies
Florida/NASA Business Incubator
1311 N. Highway US-1
Titusville, Florida 32796

John Byron (2 year)
Florida Space Business Roundtable
Post Office Box 273
Cape Canaveral, Florida 32920

Penny Haskins
Florida Aviation Aerospace Alliance
P.O. Box 459
13101 Rachael Blvd.
Alachua, Florida 32616-0459

Bruce Melnick (3 year)
Boeing Space Coast Operations
P.O. Box 21233
Kennedy Space Center, Florida 32815

Jerry Moyer (3 year)
Bionetics Corp.
Mail Code BIO-3
Kennedy Space Center, Florida 32899

Edward O'Connor Jr.
Spaceport Florida Authority
100 Spaceport Way
Cape Canaveral, Florida 32920

ARTICLE VI

Powers of the Board of Directors

The Florida Space Research Institute, Inc. shall develop by-laws to establish a Board of Directors, assign responsibilities to the Board of Directors, and establish the operating policies and procedures of Florida Space Research Institute, Inc.

ARTICLE VII
Limitation of corporate powers

The corporate powers of Florida Space Research Institute, Inc. are as provided in section 617.0302, Florida Statutes.

ARTICLE VIII
Indemnification

Except to the extent expressly prohibited by state or federal law, the Florida Space Research Institute, Inc. shall defend, hold harmless and indemnify its members, board members, and affiliated organizations, the State of Florida, and the United States Government for and from any and all claims, liabilities, losses, costs and expenses (including attorneys' fees, costs and expenses), arising as a result of claims brought by any party for property loss or damage; personal injury or bodily injury, including death, arising in any manner or in connection with any Florida Space Research Institute-related activity. Such indemnification shall extend to any claim for indirect, special, incidental or consequential damages or other loss of revenue or business injury or loss resulting from any loss of or damage to any property. If such injury or damage is proven to be directly caused by one of the foregoing indemnified organizations, then the Member may pursue necessary legal recourse with that organization.

ARTICLE IX
Dissolution

In the event of the voluntary or involuntary liquidation or dissolution of the Corporation, no member shall be entitled as such to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source after payment of all debts and obligations of the Corporation, shall be distributed to the State of Florida within the intendment of Internal Revenue Code §501(c) and the Regulations thereunder.

ARTICLE X
Initial registered agent and street address

The name and the street address of the initial registered agent of Florida Space Research Institute, Inc. is:

Edward Ellegood
Florida Space Research Institute, Inc.
c/o Spaceport Florida Authority
100 Spaceport Way
Cape Canaveral, Florida 32920
Phone: (321) 730-5301
FAX: (321) 730-5307

ARTICLE XI
Incorporator

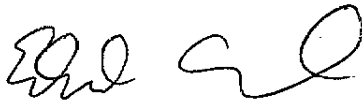
The names and the street addresses of the incorporators for these articles of incorporation are:

Edward Ellegood

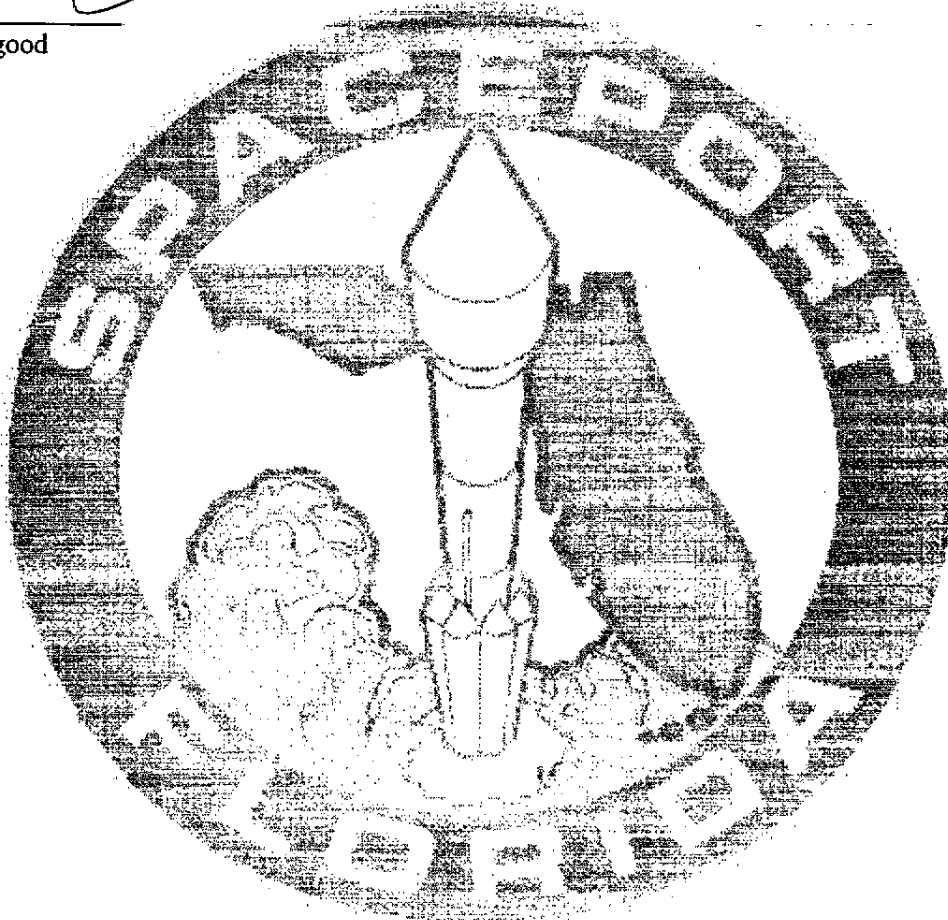
Spaceport Florida Authority
100 Spaceport Way
Cape Canaveral, Florida 32920

The undersigned incorporator has executed these Articles of Incorporation this 28th day of January, 2000.

Signature of Incorporator:



Edward Ellegood



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 Florida, submits the following statement in designating the registered agent in the state of Florida.

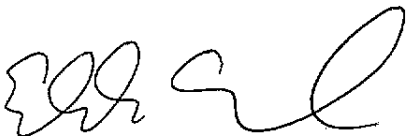
1. Name and Address of Corporation:

Florida Space Research Institute, Inc.

2. Name and Address of Registered Agent:

Edward Ellegood
C/O Spaceport Florida Authority
100 Spaceport Way
Cape Canaveral, FL 32920-4003

Having been named as registered agent and to accept service of process for the above stated not for profit 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 provision 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.



Edward Ellegood

FILED
00 FEB -2 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As adopted January 7, 2000.