



Florida Space Research Institute, Inc.  
Mail Stop: FSRI  
Building M6-306, Room 9030  
Kennedy Space Center, Florida 32899  
Phone: 321-452-2653 Fax: 321-456-9961  
www.fsri.org

N00000000000706

September 5, 2001

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

Attn: Ms. Susan Payne, Senior Section Administrator

Ref: Letter Number 301A00049248

200004588782-34  
-09/14/01--01064--004  
\*\*\*\*\*46.75 \*\*\*\*\*46.75

Dear Ms. Payne:

Thank you for your comments on the Amended and Restated Articles of Incorporation for the Florida Space Research Institute, Inc. The attached revised package includes:

- Your letter of August 29, 2001;
- A check for \$46.75 for the \$35 filing fee plus one (1) certified copy;
- Certification that the Amended and Restated Articles of Incorporation were approved by the Board of Directors;
- The Amended and Restated Articles of Incorporation clarifying that the officers, directors, and/or registered agents will identified will serve until the first election under the Amended and Restated Articles of Incorporation; and
- The Amended and Restated Articles of Incorporation executed by the Executive Director of FSRI.

Thank you again for your assistance and it was a pleasure speaking with you today.

Sincerely,

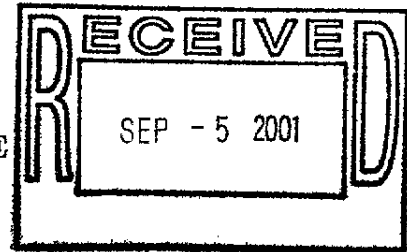
Larry E. Hughes  
Florida Space Research Institute, Inc.  
Business Manager

01 SEP 14 PM 4:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. PAYNE SEP 17 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State



August 29, 2001

Dr. Samuel T. Durrance  
Florida Space Research Institute, Inc.  
Mail Stop - FSRI  
Kennedy Space Center, FL 32899

SUBJECT: FLORIDA SPACE RESEARCH INSTITUTE, INC.  
Ref. Number: N00000000706

We have received your document for FLORIDA SPACE RESEARCH INSTITUTE, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file Restated Articles of Incorporation or Amended and Restated Articles of Incorporation is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document and \$1 for each additional page, not to exceed \$52.50.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 301A00049248

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA SPACE RESEARCH INSTITUTE, INC.

FILED  
01 SEP 14 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Amended and Restated Articles of Incorporation ("Articles of Incorporation").

ARTICLE I - NAME

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

ARTICLE II - PURPOSES

The purpose for which the corporation is organized, as set forth in Section 331.368, Florida Statutes, is to serve as an industry-driven center for research, leveraging the state of Florida's resources in a collaborative effort to support Florida's space industry and its expansion, diversification, and transition to commercialization.

Further, in general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No substantial part of the corporation's activities, funds, property, or income will be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

---

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not-for-profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. Further, the corporation shall have all the powers granted to it pursuant to Section 331.368, Florida Statutes. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

### ARTICLE IV - MEMBERS

Members of the corporation shall consist of:

(a) Individuals serving as Directors of the corporation, on behalf of their respective space-related companies or organizations; such members shall be voting members of the corporation.

(b) When an individual ceases to be a member of the Board of Directors he or she shall cease to be a voting member of the corporation until such time as he or she again becomes a director.

(c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of an advisory board or committee of the corporation shall be advisory members, and shall be elected by a majority

vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The members of the Board of Directors must be natural persons who are 18 years of age or older, meet the criteria as set forth in Section 331.368(2), Florida Statutes, and consist of the following persons:

- (a) A representative of the Spaceport Florida Authority.
- (b) A representative of Enterprise Florida, Inc.
- (c) A representative of the Florida Aviation Aerospace Alliance.
- (d) A representative of the Florida Space Business Roundtable.

The Directors described in (a) – (d) above shall be referred to as the “core members” of the Board of Directors.

(e) Additional private-sector representatives from the space industry selected collaboratively by the core members specified in paragraphs (a)-(d). The additional space industry representatives under this paragraph must comprise the majority of members of the board and must be from geographic regions throughout the state.

(f) Two representatives from the educational community who are selected collaboratively by the core members specified in paragraphs (a)-(d) and who are engaged in research or instruction

related to the space industry. One representative must be from a community college, and one representative must be from a public or private university.

Annually, the members of the Board of Directors shall select one (1) of the members to serve as Chair, who shall be responsible for convening and leading meetings of the Board of Directors.

The officers of the corporation shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

#### ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Amended and Restated Articles of Incorporation are as follows:

| <u>Name</u>   | <u>Office</u>       |
|---------------|---------------------|
| Jerry Moyer   | Chairman            |
| Penny Haskins | Vice Chairman       |
| Greg Moore    | Secretary/Treasurer |

## ARTICLE VIII - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be fifteen (15), and the names and addresses of the persons who are to serve as directors until the first election under these Amended and Restated Articles of Incorporation are as follows:

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Deborah Barnhart      | Honeywell Space Systems<br>13350 US 19 North, Mail Stop 202-1<br>Clearwater, Florida 34624                             |
| Kevin Brown           | Command & Control Technologies<br>Florida/NASA Business Incubator<br>1311 N. Highway US-1<br>Titusville, Florida 32796 |
| Shelly Cooper         | United Space Alliance<br>8550 Astronaut Boulevard<br>Cape Canaveral, Florida 32920                                     |
| Winston "Bud" Gardner | Florida Space Business Roundtable<br>1717 South Orange Avenue – Suite 300<br>Orlando, Florida 32806-2953               |
| Thomas Gamble         | Florida Community Colleges<br>1519 Clearlake Road<br>Cocoa, Florida 32922  |
| Benjamin Goldberg     | Pratt & Whitney Space Propulsion Operations<br>27900 Beeline Highway, M/S 704-31<br>Jupiter, Florida 33478             |
| Edmond Gormel         | Spaceport Florida Authority<br>100 Spaceport Way<br>Cape Canaveral, Florida 32920                                      |
| Penny Haskins         | Florida Aviation Aerospace Alliance<br>P.O. Box 459<br>13101 Rachael Boulevard<br>Alachua, Florida 32616-0459          |



---

|                 |  |
|-----------------|--|
| Frank Krens     | Coleman Research Corp.<br>5950 Lakehurst Drive<br>Orlando, Florida 32819                     |
| Stephen McCool  | Mission Research Corp.<br>147 John Sims Parkway<br>Valparaiso, Florida 32580                 |
| Bruce Melnick   | Boeing Space Coast Operations<br>P.O. Box 21233<br>Kennedy Space Center, Florida 32815       |
| Greg Moore      | Enterprise Florida Inc.<br>390 North Orange Avenue, Suite 1300<br>Orlando, Florida 32801     |
| Jerry Moyer     | Bionetics Corp.<br>Mail Code B10-3<br>Kennedy Space Center, Florida 32899                    |
| Robert Sullivan | Florida Institute of Technology<br>150 West University Boulevard<br>Melbourne, Florida 32901 |
| Edmond Gormel   | Spaceport Florida Authority<br>100 Spaceport Way<br>Cape Canaveral, Florida 32920            |

#### ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

#### ARTICLE XIII - 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 attorney's 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 relating 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 XIII - AMENDED AND RESTATED REGISTERED OFFICE AND AGENT

The name and street address of the amended and restated registered agent and registered office of this corporation shall be:

Samuel T. Durrance, Ph.D.  
Florida Space Research Institute, Inc.  
Mail Stop: FSRI  
Building M6-306, Room 9030  
Kennedy Space Center, Florida 32899

ARTICLE XIV - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The amended and restated principal office and/or mailing address of this corporation shall be:

Florida Space Research Institute, Inc.  
Mail Stop: FSRI  
Building M6-306, Room 9030  
Kennedy Space Center, Florida 32899

Telephone: (321) 452-2653  
Facsimile: (321) 456-9961

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Florida Space Research Institute, Inc.  
Mail Stop: FSRI  
Building M6-306, Room 9030  
Kennedy Space Center, Florida 32899

IN WITNESS WHEREOF, I have set my hand and seal this \_\_\_\_ day of \_\_\_\_\_,

2001.



Print Name: Samuel T. Durrance

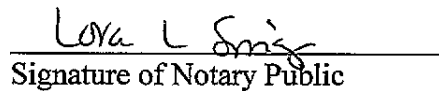
STATE OF FLORIDA  
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 6th day of September,  
2001, by Samuel T. Durrance.



Lora L. Singer  
My Commission CC968019  
Expires September 19, 2004

AFFIX NOTARY STAMP

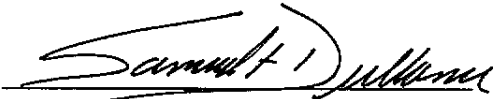
  
Signature of Notary Public

Lora L. Singer  
(Print Notary Name)  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

☐ Personally known, or  
☐ Produced Identification  
Type of Identification Produced:  
\_\_\_\_\_

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of Florida Space Research Institute, Inc., I hereby accept and agree to act in this capacity.

A handwritten signature in black ink, appearing to read "Samuel T. Durrance", written over a horizontal line.

Samuel T. Durrance  
Florida Space Research Institute, Inc.  
Executive Director

**Certificate  
Regarding the  
Amended and Restated  
Articles of Incorporation  
of  
Florida Space Research Institute, Inc.**

The Amended and Restated Articles of Incorporation of the Florida Space Research Institute, Inc. (FSRI) were adopted by the Board of Directors on the 19<sup>th</sup> of June, 2001.

The number of votes cast by the FSRI Board of Directors was sufficient for approval. There are no other voting members.



Jerry Moyer  
FSRI Board of Directors  
Chairman