

~~NO~~ NO 000000 1017

362 093

Frank Kinney
(Requestor's Name)
5195 S. Washington Avenue
(Address)
Titusville, FL 32780 (321) 269-6330
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Florida Technological Research and Development Foundation, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

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TALLAHASSEE, FLORIDA

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AND
FILED

NEW FILINGS	
	Profit
<input checked="" type="checkbox"/>	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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DEPARTMENT OF STATE
SECTION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FEB 16 2000

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE FLORIDA TECHNOLOGICAL RESEARCH AND DEVELOPMENT
FOUNDATION, INC.

The undersigned, citizens of the United States, desiring to form a Non-for-Profit Corporation, pursuant to Chapter 617, Florida Statutes, do hereby certify as follows:

ARTICLE I
Name

The name of the corporation shall be: THE FLORIDA TECHNOLOGICAL RESEARCH AND DEVELOPMENT FOUNDATION, INC.

ARTICLE II
Corporate Location

The street address of the initial principal office of this corporation is:

5195 S. Washington Avenue
Titusville, FL 32780

and the name of the initial registered agent of this corporation is:

Frank Kinney
5195 S. Washington Avenue
Titusville, FL 32780

ARTICLE III
Purposes, Objects, Powers

1. The corporation is organized and shall be operated exclusively for the following purposes:
 - A. To promote and support the goals, purposes and objects of the Technological Research and Development Authority, an entity of the State of Florida.

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- B. To encourage, promote and support technology transfer in all areas.
 - C. To cooperate, assist and develop programs jointly with NASA and other federal agencies to encourage widespread use of technology from and through the Space Program.
 - D. To promote, support and encourage high tech economic development.
2. The objects or goals of the corporation shall be:
- A. To encourage, support, publish and distribute educational materials, conduct educational forums, lectures and seminars.
 - B. To promote and support applied research projects and programs at accredited institutions of higher learning throughout the State, both public and private, which lend themselves to transfer to industrial processes and improve manufacturing quality, research and productivity.
 - C. To form alliances with both public and private with emphasis upon assistance to local governments in Florida and the encouragement, attraction and establishment and relocation of high tech economic development initiatives.
 - D. To obtain private support for student scholarships in engineering, space research, mathematics and science.
 - E. To encourage, cooperate with and assist accredited institutions of higher learning, community colleges, or vocational schools and public schools K-12 by providing support for in-service training of mathematics and science teachers.
3. As a means of accomplishing the foregoing purposes, the Foundation shall have the following powers:
- A. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal of whatever kind, nature or description.
 - B. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Foundation may require, subject to such limitations as may be prescribed by law.

C. To apply for, register, obtain, purchase, lease, license or otherwise acquire, hold, own, use, operate, develop and to introduce, sell, assign, mortgage, pledge or otherwise dispose of in any manner with reference to copyrights, patents, designs and similar rights granted by or recognized under the laws of the United States or of any state or subdivision thereof, and all rights connected therewith.

D. To borrow money, to make, accept, endorse, execute and issue promissory notes and other obligations of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust.

E. To solicit:

1. Private funds

All private funds received shall be expended as directed by the donor, except where such direction would impair the classification of the Foundation as a tax-exempt, non-profit organization under the laws of the United States or the State of Florida.

2. Public funds from the State of Florida

All public funds received from the State of Florida shall be segregated. Such funds shall be managed and expended subject to the purview of the State of Florida Auditor General, as well as the applicable laws of the State of Florida and the rules and regulations of the donor state agency.

3. Public funds from the United States of America

All public funds received from the Federal Government shall be segregated. Such funds shall be managed and expended subject to the purview of the United States Auditor General, as well as the applicable laws of the United States and the rules and regulations of the supervising Federal Agency.

F. In general, to exercise other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set out, or necessary or incidental to the powers so conferred.

4. All of the powers of the Foundation shall be limited to those authorized by Section 501(c)(3), Internal Revenue Code.

- A. The purposes for which the Florida Technological Research and Development Foundation, Inc. is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.
- B. Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to such federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal offices of the organization is then located.

ARTICLE IV Term of Existence

This corporation shall have perpetual existence.

ARTICLE V Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Ron Brower

5395 Pembridge Place
Tallahassee, FL 32308

Frank Kinney

5195 S. Washington Avenue
Titusville, FL 32780

ARTICLE VI

Officers

The corporation shall have a President, a Vice President, a Secretary-Treasurer. There shall be such additional vice presidencies and assistant officerships as the Board of Directors shall, in its discretion, determine. The offices of President and Secretary-Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice President and Secretary-Treasurer, as the Executive Committee, shall manage the affairs of the corporation.

Each of the following named individuals shall serve in the offices set opposite their names below, until the first annual meeting of the Board of Directors.

<u>NAME</u>	<u>OFFICE</u>
Ron Brower	President
Frank Kinney	Vice President
	Secretary-Treasurer

The duties, qualifications, manner and time of elections, and terms office of all officers of the corporation shall be as prescribed by Bylaws of the Foundation.

ARTICLE VII

Membership

Corporate members shall be the officers and board of directors of the Foundation.

ARTICLE VIII

Board of Directors

The corporate powers of the Foundation shall be vested in a Board of Directors, consisting of no less than two (2) and not more than seven (7) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board of Directors shall have the rights, powers and privileges prescribed by law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of selection of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be

prescribed by the Bylaws of the corporation.

The Board of Directors may appoint an individual to serve as Executive Vice President of the Foundation, and shall prescribe the manner of appointment, the term of office, duties and compensation of the Executive Vice President. The Executive Vice President may be removed only by concurrence of a majority of the members of the Board of Directors.

The Board of Directors, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the Bylaws of the corporation. The Board of Directors, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

ARTICLE IX Indemnification

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee or officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been directors, members of the Executive Committee, or officers, except in relation to matters as to which any such trustee, members of the Executive Committee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements or otherwise.

ARTICLE X Amendments

These Articles of Incorporation may be amended by a concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present and ratified by the membership at its next regular meeting, and provided, also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

ARTICLE XI Bylaws

Bylaws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present, and ratified by two-thirds of the membership at its next regular meeting, and

provided, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

ARTICLE XII

Dissolution

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall be then qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of the corporation.

ARTICLE XIII

Non-Stock Basis

The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares of any type or class.

IN WITNESS WHEREOF, the undersigned subscribers have affixed their signature hereto this 10th day of FEBRUARY, 2000.

Signed, sealed and delivered in
the presence of:

Jamie Calaway
Witness

Jamie Calaway
Typed/Printed Name of Witness

Wilson W. Wright
Witness

Wilson W. Wright
Typed/Printed Name of Witness

GARY C. LIBBERS
Witness

GARY C. LIBBERS
Typed/Printed Name of Witness

Bruce Warren

Frank Kinney
SUBSCRIBER -
FRANK KINNEY

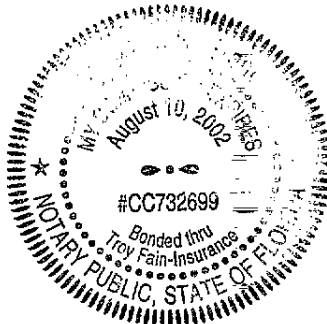
Ron Brower
SUBSCRIBER -
RON BROWER

Witness

Bruce Warden
Typed/Printed Name of Witness

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 10th day of February, 2000, by Frank Kinney, subscriber to the foregoing Articles of Incorporation. Personally known ✓ OR Produced Identification _____. Type of Identification produced _____



Margarita H. Grant
NOTARY PUBLIC

MARGARITA H. GRANT
Typed/Printed Name of Notary
Commission No. CC 732699

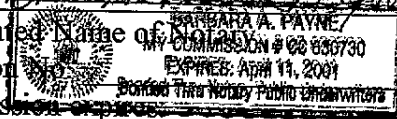
My commission expires: August 10, 2002

STATE OF FLORIDA)
COUNTY OF Leon)

The foregoing instrument was acknowledged before me this 11th day of February, 2000, by Ron Brower, subscriber to the foregoing Articles of Incorporation. Personally known ✓ OR Produced Identification N/A. Type of Identification produced N/A


Barbara A. Payne
NOTARY PUBLIC
BARBARA A. PAYNE

Typed/Printed Name of Notary
Commission No. BARBARA A. PAYNE
My commission expires: APRIL 11, 2001



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office for service of process.


FRANK KINNEY
REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF Leon)

The foregoing instrument was acknowledged before me this 10th day of February, 2000, by FRANK KINNEY, who is personally known to me or who has produced _____ as identification and he did not take an oath.



Margarita H. Grant
NOTARY PUBLIC
MARGARITA H. GRANT
Printed or Typed Name of Notary Public
Commission No. CC 732699
My commission expires: August 10, 2002

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA