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FLORIDA NON-PROFIT CORPORATION
THE MICRO AND NANOTECHNOLOGY EDUCATIONAL FOUNDATION

Certificate of Status	0
Certified Copy	1
Page Count	8
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
THE MICRO AND NANOTECHNOLOGY
EDUCATIONAL FOUNDATION, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation is THE MICRO AND NANOTECHNOLOGY EDUCATIONAL FOUNDATION, INC.

ARTICLE II
PURPOSES AND POWERS

The purposes for which the Corporation is organized are exclusively scientific 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 law. The objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

- (a) To promote the exchange of knowledge and disseminate information that can accelerate the emergence of an effective economic basis for the future development of Micro and Nanotechnology based industries;
- b) To produce conferences, educational training sessions, seminars and internet-based electronic forums focusing on Micro and Nanotechnology, including commercial and educational opportunities utilizing such technology;
- c) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation.

Prepared by:
Kent A. Skrivan, Esq.
Butzel Long
801 Laurel Oak Drive, #705
Naples, FL 34108
(941) 597-4500
Florida Bar No. 0893552

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The corporation may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

ARTICLE III EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(c) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(e) In the event of dissolution, the residual assets of the organization will be turned over to no less than two (2) or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue

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Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

(f) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(g) Notwithstanding any other provision of these Articles, this organization shall not carry on any other 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 of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V INCORPORATOR

The name and street address of the Incorporator is Roger H. Grace, 109 Greenfield Court, Naples, Florida 34110.

ARTICLE VI MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of nine (9), provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

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The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Roger H. Grace	109 Greenfield Court Naples, Florida 34110
Steven Walsh	618 Cedar Hill Road Albuquerque, New Mexico 87122
Robert Warrington	1105 12 th Street Houghton, Michigan 49931
Sul Kassicleh	1924 Las Lomas, NE Albuquerque, New Mexico 87131
Bruce Kirchhoff	323 ML King Boulevard Newark, New Jersey 07102
Paul McWhorter	1 Saratoga Place Albuquerque, New Mexico 87122
Bill Higdon	5173 Independence Drive Pleasanton, California 94566
Frank Hartley	4800 Oak Grove Drive Pasadena, California 91109
David Williams	P.O. Box 5130, Mail Stop 1079 Albuquerque, New Mexico 87135

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation is 109 Greenfield Court, Naples, Florida 34110. The mailing address of the corporation is 109 Greenfield Court, Naples, Florida 34110.

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ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

The name of the registered agent of this Corporation at the above address is Kent A. Skrivan, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE IX
AMENDMENT

Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.

ARTICLE X
INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

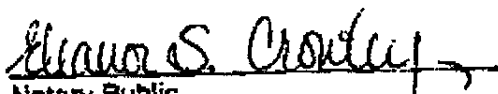
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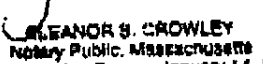


Roger H. Grace, Incorporator

STATE OF Massachusetts)
COUNTY OF Middlesex) ss.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROGER H. GRACE. ROGER H. GRACE is personally known to me and did not take an oath and who executed the foregoing Articles of Incorporation of THE MICRO AND NANOTECHNOLOGY EDUCATIONAL FOUNDATION, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.



Notary Public
My Commission Expires: 
ELEANOR S. CROWLEY
Notary Public, Massachusetts
My Commission Expires January 14, 2005

Dec-26-00 12:00P BUTZEL LONG
FEB 09 '98 12:22 ROGER GRACE ASOC.

415 641 6156

TO:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

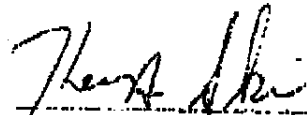
That THE MICRO AND NANOTECHNOLOGY EDUCATIONAL FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 109 Greenfield Court, Naples, Florida 34110, has named Kent A. Skrivan, 801 Laurel Oak Drive, Suite 705, Naples, Florida 34108, as its agent to accept service of process within Florida.



Roger H. Grace

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Kent A. Skrivan

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