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From: GAIL S. ANDRE'

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

**PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN
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CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE
IN THIS MATTER. GAIL ANDRE'**

FLORIDA NON-PROFIT CORPORATION

A BYTE @ A TIME, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
A BYTE @ A TIME, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, acting as the incorporator of A BYTE @ A TIME, INC. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I

NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be A BYTE @ A TIME, INC. Initially, the mailing address of the corporation is, and its principal office shall be located at, 718 - 32ND Street, Orlando, Florida 32805.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation shall be James J. Hctor.

ARTICLE III

POWERS, OBJECTS AND PURPOSES

Section 1. The primary purpose for which this Corporation is organized and shall be operated is to provide computers and required peripherals to individuals (i.e., senior citizens, children, "shut-ins") and families who cannot afford or who do not have access to computer equipment. In addition to providing equipment, education will be provided to individuals and

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families in efforts to help them become a part of the computer revolution and information highway.

Section 2. The Corporation may engage in any other lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act which is not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any other corresponding provision of any future United States Internal Revenue law.

- (a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and 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.
- (b) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any other corresponding provision of any future United States Internal Revenue law or (ii) a corporation contributions to which are deductible under Section 170 of the Code or any other corresponding provision of any future United States internal revenue law.
- (c) In any event, this Corporation is organized exclusively for charitable or educational purposes, as defined in Section 501(c)(3) of the Code, no part of the net earnings of which inures to the benefit of any director of the Corporation, officer of the Corporation, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Corporation

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affecting one or more of its purposes), no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted by applicable federal tax law, and which does not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 3. This Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code, and provided further that this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

MEMBERSHIP

There shall be no members of this Corporation.

ARTICLE V

TERM

This Corporation shall have perpetual existence unless sooner dissolved according to applicable law. These articles shall have an effective date of January 1, 2001.

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ARTICLE VI

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

James J. Hoctor
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive
Orlando, Florida 32801

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors shall be four (4). Thereafter, the number of directors constituting the Board shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the first Board of Directors who shall serve until their successors are elected or appointed at the first annual meeting of the membership of the Corporation are as follows:

Cynthia A. Hopcraft- Sr. Director	718 - 32 nd Street Orlando, Florida 32805
Jay Callihan - Director	718 - 32 nd Street Orlando, Florida 32805
Robert Donovan - Director	4100 Lake Conway Blvd. Orlando, Florida, 32812
Barbara Woods, Director	508 NW 101 st Street Gainesville, Florida 32607

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ARTICLE VIII

NON-PROFIT STATUS AND DISSOLUTION

Section 1. The Corporation will distribute its income for each tax 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 or corresponding provisions of any later federal tax laws.

Section 2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any later federal tax laws.

Section 3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any later federal tax laws.

Section 4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any later federal tax law.

Section 5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any later federal tax laws.

Section 6. The property of the Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of the Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the Corporation in accordance with and commensurate with the services performed by such person.

Section 7. Upon the dissolution and winding up of the Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more other organizations which themselves are exempt as organizations described in Sections

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501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future federal tax laws, or to or among the United States, the State of Florida or any local government(s) for exclusively public purposes.

ARTICLE X

BYLAWS

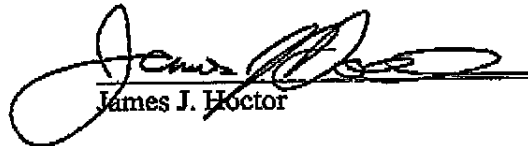
Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI

AMENDMENT OF ARTICLES

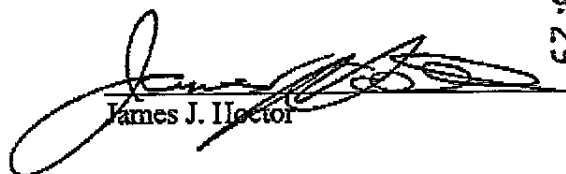
These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 29th day of December, 2000, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


James J. Hector

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of A BYTE
TIME, INC.


James J. Hector

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