

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

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From:

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Account Number : I19990000059
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FLORIDA NON-PROFIT CORPORATION

ITFLORIDA.COM, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
FOR
ITFLORIDA.COM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

1. **Name.** The name of the Corporation shall be ITFlorida.com, Inc.
2. **Principal Office.** The address of the principal office of the Corporation and the mailing address of the Corporation is 501 S. Calhoun Street, 318 Carlton Building, Tallahassee, Florida, 32399. J.
3. **Registered Office - Registered Agent.** The street address of the Registered Office of the Corporation is Duane, Morris & Heckscher, LLP, 200 South Biscayne Boulevard, Miami, Florida 33131. The name of the Registered Agent of the Corporation is Luis Rojas, Esq.
4. **Purpose.** The purpose for which the Corporation is organized is exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"); including specifically to promote Florida's information technology businesses and sectors; to formulate technology policy recommendations for the State of Florida and the private sector, to gather and disseminate technology-related information to its members and the public, to sponsor seminars, conferences and symposiums highlighting the latest state, national and international issues and technologies, to promote and support the activities of local, regional and national technology councils and similar groups, and to serve as an online resource of high technology and information technology-related information for individuals, or businesses or other entities, including through the provision of a World Wide Web site, all of the foregoing in order to stimulate commerce and increased employment opportunities in, and strengthen the tax base of, the State of Florida, thereby lessening the burdens of the government of the State of Florida.
5. **Prohibitions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation

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contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

6. Term of Existence. The Corporation shall have perpetual existence.
7. Bylaws. The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.
8. Members. The Corporation shall have one or more classes of members, and the designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the Corporation. Members shall have no voting rights except as provided in the Bylaws of the Corporation.
9. Directors.
 - a. The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of seven (7) directors. The number of directors shall be increased or decreased in accordance with the Bylaws.
 - b. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Roy Cales	State Technology Office 501 S. Calhoun Street 335 Carlton Building Tallahassee, Florida 32399
Pamella Dana	Office of Tourism, Trade and Economic Development Executive Office of the Governor Suite 2001 The Capital 400 South Monroe Tallahassee, Florida 32399
Scott Holton	Bank of America 9000 Southside Boulevard Jacksonville, Florida 32256
Julia L. Johnson	Milcom Technologies Maitland Promenade 485 North Keller Road Suite 100 Maitland, Florida 32751

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To Moskowitz	AEA Florida Council 1650 West McNab Road Ft. Lauderdale, Florida 33309
John Rigsby	Time Warner Communications 2251 Lucien Way Suite 320 Maitland, Florida 32751
Luis Rojas	Duane, Morris & Heckscher LLP 200 South Biscayne Boulevard Miami, Florida 33131

- c. The method of election, removal and filling of vacancies of directors and the term of office of directors shall be stated in the Bylaws of the Corporation.
10. Liabilities. To the fullest extent the Florida Not For Profit Corporation Act, as it may be amended from time to time, permits the limitation or elimination of the liability of directors and officers, no director or officer shall be liable to the Corporation or its members for monetary damages for breach of any duty owed to the Corporation by reason of being such an officer or director.
11. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law.
12. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.
13. Amendment. The Corporation reserves the right to alter, change or repeal any provision of these Articles of Incorporation, in the manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation.
14. Incorporator. The name and address of the incorporator is as follows:

Luis Rojas, Esq.
Duane, Morris & Heckscher LLP
200 South Biscayne Boulevard
Miami, Florida 33131

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles of Incorporation as of the 28th day of February, 2001.



Luis Rojas, Esq.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 28th day of February, 2001.



Luis Rojas, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA