

FROM HOLLAND & KNIGHT TAMPA

(TUE) 6.12.01 10:10/ST.10:10/NO. 4261068207 P 1

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FLORIDA NON-PROFIT CORPORATION

TechVillage Tampa Bay, Inc.

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ARTICLES OF INCORPORATION  
OF  
TECHVILLAGE TAMPA BAY, INC.

The undersigned, acting as the incorporator of TechVillage Tampa Bay, Inc. under Chapter 617, Florida Statutes, submits the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

TECHVILLAGE TAMPA BAY, INC.

ARTICLE II. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for such charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

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, unless such director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article III.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, 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(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

#### ARTICLE IV. MEMBERS

The Corporation shall not have members.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Corporation is c/o PricewaterhouseCoopers, 400 N. Ashley, Suite 2800, Tampa, Florida 33602 and the Corporation's initial registered agent at that address is Martin Donsky.

#### ARTICLE VI. ADDRESS

The address of the Corporation's initial principal office is 400 N. Ashley, Suite 2800, Tampa, Florida 33602. The Corporation's initial mailing address is the same as above.

#### ARTICLE VII. DIRECTORS

The initial board of directors of the Corporation shall consist of not less than five (5) members. The Corporation's bylaws shall specify the number of directors to serve. The names and addresses of the members of the Corporation's initial board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Marty Traber	100 N. Tampa, Suite 2700 Tampa, Florida 33601
Trey Baldy	400 N. Ashley Drive, Suite 2300 Tampa, Florida 33602
Michael Brennan	100 E. Kennedy Blvd. Tampa, Florida 33602
Kim Scheeler	401 E. Jackson Street, Suite 2100 Tampa, Florida 33602

<u>NAME</u>	<u>ADDRESS</u>
Martin Donsky	400 N. Ashley Drive, Suite 2800 Tampa, Florida 33602
Suzanne Boland	215 E. Davis Blvd. Tampa, Florida 33602
Joseph McCann	401 E. Kennedy Blvd. Tampa, Florida 33602

The method of election of directors shall be as stated in the bylaws of the Corporation.

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Martin Donsky	400 N. Ashley, Suite 2800 Tampa, Florida 33602

The incorporator assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

#### ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

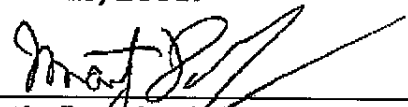
#### ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 11 day of June, 2001.

  
\_\_\_\_\_  
Martin Dotsky, Incorporator

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FROM HOLLAND & KNIGHT TAMPA

(TUE) 6.12'01 10:19/ST. 10:17/NO. 4261068207 P 6

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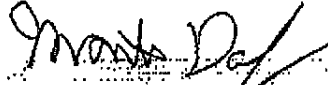
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That TECHVILLAGE TAMPA BAY, INC., desiring to organize under the laws of the State of Florida, as indicated in its articles of incorporation, with its initial registered office at 400 N. Ashley, Suite 2800, Tampa, Florida 33602, has named Martin Donsky as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of Chapter 617, Florida Statutes, and am familiar with, and accept, the obligations of that position.

  
\_\_\_\_\_  
Martin Donsky, Registered Agent

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