

TRANSMITTAL LETTER

NO 10000005842

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/13/01--01126--009
*****87.50 *****87.50

SUBJECT: The Jefferson Institute of Technology, Incorporated
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Thomas Borkes
Name (Printed or typed)

7338 Woodbriar Court
Address

Orlando, Florida 32835
City, State & Zip

407 297 0180
Daytime Telephone number

FILED
2001 AUG 13 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

8/17/01

ARTICLES OF INCORPORATION

OF

**THE JEFFERSON INSTITUTE OF TECHNOLOGY, INC.,
(A FLORIDA CORPORATION NOT FOR PROFIT)**

FILED

2001 AUG 13 AM 10:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of **THE JEFFERSON INSTITUTE OF TECHNOLOGY, INC.**, 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 **THE JEFFERSON INSTITUTE OF TECHNOLOGY, INC.** The mailing address of the corporation is, and its principal office shall be located at, 7338 Woodbriar Court, Orlando, Florida 32835.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 7338 Woodbriar Court, Orlando, Florida 32835, and the name of the initial registered agent for the corporation shall be Thomas Borkes.

ARTICLE III

SPECIFIC AND GENERAL PURPOSES

Section 1. This corporation is formed for the specific purpose of providing funds and other support to create and operate a unique educational institution ("School") that will train

students with the skills necessary to be successful in the rapidly changing, high technology electronic product design and manufacturing industry. The School will be a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Such support shall be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable and educational purposes, all for the advancement of the School, and its objectives, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and to exercise any all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617 of 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.

ARTICLE V

MEMBERSHIP

Membership of the corporation shall consist of voting and non-voting members as provided in the Bylaws of the corporation.

ARTICLE VI

TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Thomas Borkes
7338 Woodbriar Court
Orlando, FL 32835

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors of the Corporation shall be three (3). Thereafter, the number of directors constituting the Board of Directors of the Corporation 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 of the Corporation who shall serve until their successors are appointed at the first annual meeting of the Board are as follows:

Thomas Borkes
7338 Woodbriar Court
Orlando, FL 32835

Nancy Borkes
7338 Woodbriar Court
Orlando, FL 32835

Mark Goldstein
5249 Wellington Park Circle, #B34
Orlando, FL 32839

Section 3. The members of the Board of Directors of the Corporation shall be appointed annually by the board of directors of the School at the annual meeting of the Board of Directors of the Corporation.

ARTICLE IX

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this 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 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to the School and/or to one or more other organizations which themselves are exempt as organizations described in Sections 501(c)(3) 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 exclusive 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

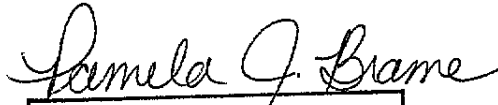
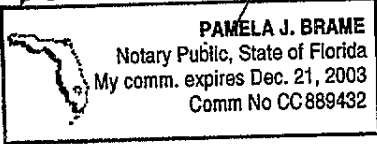
rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

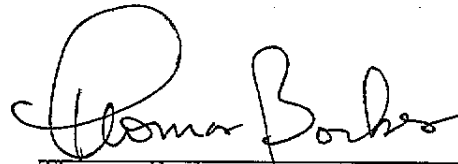
ARTICLE XI

AMENDMENT OF ARTICLES

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

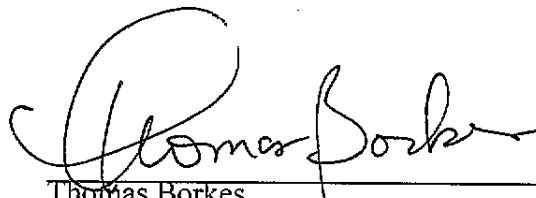
IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 8th day of August, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Thomas Borkes

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of THE JEFFERSON INSTITUTE OF TECHNOLOGY, INC.


Thomas Borkes