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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: HBCU/MI Project Office, Inc.

(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: Hank Valentine

Name (Printed or typed)

8672 Delcris Drive

Address

Montgomery Village, MD 20886-4377

City, State & Zip

301-332-0160

Daytime Telephone number

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I - NAME

The name of the corporation shall be: **HBCU/MI Project Office, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Corporate Address:

2000 North Alafaya Trail
Suite 150
Orlando, FL 32826

Mailing address:

8672 Delcris Drive
Montgomery Village MD 20886

ARTICLE III - PURPOSE

The HBCU/MI Project Office (HPO) began organizing on June 17, 2002 at Bethune-Cookman College and applied for incorporation in the state of Florida on September 22, 2004 to operate exclusively for educational and charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1954. It is organized to "Deliver the goods", put students to work in productive research, learning and training projects, assist applicable industry entities and/or public sector agencies with improving efficiency and effectiveness in carrying out their missions, while strengthening each institution's technology base and sharing resources.

In HPO, all participating Universities and Colleges have equal status regardless of size or classification. Accordingly, if the contractor or grantor requires that an HBCU or MI be designated as the recipient of a contract or grant, HPO will select one of the participating institutions as the Lead Institution for the contract or grant. Otherwise, HPO will secure the contract on behalf of all participating institutions.

All participating HPO institutions receive an "institutional stipend" as an equitable distribution of funds for involvement with contracts and grants based on the contract/grant requirements and level of participation.

ARTICLE IV - MANNER OF ELECTION

The incorporator (H. Hank Valentine) will serve as permanent Chief Executor Officer and only votes when there is a tie among the board of directors voting.

Number of Directors and Term of Office. The number of directors will be as shown in the Articles of Incorporation and may be amended by a majority of the current directors who are entitled to vote at an annual meeting. The number is currently eight (8). Each

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director will hold office for eight (1) year terms and will be elected at the annual meeting of the directors.

Removal of Directors. A director may be removed from office, with or without cause, at a special meeting of the directors called for that purpose.

Filling Directors Vacancies. A vacancy on the board of directors may be filled by majority vote of the remaining directors, even if technically less than a quorum. A director elected to fill a remaining term will hold office until the next annual directors meeting.

Salaries of Directors. The directors will not be compensated for serving as such. A director may, however, serve in other capacities with the corporation and receive compensation for such service.

Fiduciary Duty of Directors. Each director owes a fiduciary duty of good faith and reasonable care with regard to all actions taken on behalf of the corporation. Each director must perform his or her duties in good faith in a manner that he or she reasonably believes to be in the best interests of the corporation, using ordinary care and prudence.

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

Chairman of the Board

Dr. Theodore Nicholson, Dean
School of Science, Engineering & Mathematics
Bethune-Cookman College
Daytona Beach, Florida 32114-3099

Vice-Chairman of the Board

Dr. Legand Burge, Dean
College of Engineering, Architecture and Physical Sciences
Tuskegee University
Tuskegee, Alabama 36088

Treasurer

Dr. Marvin Carroll
1500 Perimeter Parkway, Suite 215
Huntsville, AL 35806

The CEO, Chairman and Treasurer are authorized to apply for a license, open a bank account, sign contracts and other official business documents in the name of the corporation.

Secretary to the Board (non-Director)

Ms. Asha Louis
Graduate Student

New School of Education Building
712 Cecil Street
North Carolina Central University
Durham, North Carolina 27707

DIRECTORS:

Dr. Benjamin Speller, Retired Professor and Dean
North Carolina Central University
New School of Education Building
712 Cecil Street
Durham, North Carolina 27707

Dr. Arthur J. Bond, Dean &
Professor, Electrical Engineering
School of Engineering and Technology
P.O. Box 1148
Alabama A&M University
Normal, Alabama 35762

Dr. Bennie Lowery, Director
Distance Education
100 Main Street
Grambling State University
Grambling, Louisiana 71245

Dr. Marvin Carroll, President / CEO
Tec-Masters, Inc.
1500 Perimeter Parkway
Huntsville, Alabama 35806

Mr. Darryl Gray, President / CEO
SMART Technology, Inc.
5510 Cherokee Avenue, Suite 110
Alexandria, Virginia 22312-2320

Mrs. Brenda Valentine, Founder/Director
Students Organized Undergraduate Research in Collaborative Environments
(SOURCE), Inc.
Columbia, Maryland

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

H. (Hank) Harrison Valentine
3170 NW 48th Street
Miami, Florida 33142
Tel# 800-506-8899

ARTICLE VII – INCORPORATOR

H. (Hank) Harrison Valentine
3170 NW 48th Street
Miami, Florida 33142

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

H. Harrison Valentine
Signature/Registered Agent

9-22-04
Date

H. Harrison Valentine
Signature/Incorporator

9-22-04
Date

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