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01-01-05

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Florida Local Users' Group, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA LOCAL USERS' GROUP, INC.**

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04 NOV - 1 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be FLORIDA LOCAL USERS' GROUP, INC., whose principal office and mailing address shall be located at 3215 Charow Lane, Orlando, Florida, 32806.

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

**EFFECTIVE DATE**  
01-01-05

This Corporation (the "Corporation") shall commence corporate existence effective January 1, 2005 and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSES**

This Corporation shall be organized exclusively for the operation of a trade association, the purpose of which is to promote the interests of an entire industry and not the interests of its members, if any, nor to provide any particular service to any member, if any. The Corporation shall operate as an association of persons having common software and hardware business interests, the purpose of which is to promote such common interests and not to engage in a regular business of a kind ordinarily carried on for profit. More specifically, the Corporation is exclusively organized to confer a learning and educational benefit on the entire line of business of and to promote and encourage the sharing of information and technical innovations in the software and hardware business by all of the users in the Computer Aided Design and Drafting field in the state of Florida and the United States; the Corporation's activities shall be directed to the improvement of business conditions in the Computer Aided Design and Drafting field. The Corporation shall not be organized for profit and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The Corporation shall provide a forum where individuals in the community such as local users, CADD technicians, third-party vendors/developers can come together to share ideas and build knowledge of software product development, industry changes and gain the training they need. The Corporation's objectives

(((H04000217308 3)))

(((H04000217308 3)))

shall be to promote and maintain open communication among users and related products and services; to operate as a source for the exchange of information; to sponsor and provide technical presentations and workshops on topics of mutual interest among the users; to provide a coordinated effort for the purpose of communicating requirements, interests and problems to vendors; to promote and support working relationships in an effort to provide assistance to similar organizations.

ARTICLE IV  
POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations,

(((H04000217308 3)))

(((H04000217308 3)))

whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to affect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE V EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Board of Directors shall, after

(((H04000217308 3)))

(((H04000217308 3)))

paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated as an exempt organization or organizations pursuant to the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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 VI  
MEMBERSHIP

The members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VII  
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 3215 Charow Lane, Orlando, Florida, 32806, and the registered agent of the Corporation at that address shall be Marilyn Harriman. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Marilyn Harriman, Chair  
Bowyer-Singleton & Assoc.  
520 S. Magnolia Avenue  
Orlando, FL 32801

Tina James  
Washington Group International  
5950 Hazeltine National Drive, Suite 640  
Orlando, FL 32822

David Henry  
SGS Space Gateway Support  
SGS-637  
Kennedy Space Center, FL 32899

Joe A. Schneeberger  
Horizon Engineering Group, Inc.  
668 N. Orlando Avenue, Suite 1009  
Maitland, FL 32751

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Esther Barwick  
Florida Dept. of Transportation  
605 Suwannee Street MS 69  
Tallahassee, FL 32399-0450

Directors may be removed with or without cause. The manner in which directors are elected or appointed will be as stated in the Bylaws.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Marilyn Harriman  
3215 Charow Lane  
Orlando, Florida 32806

ARTICLE X  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XI  
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XII  
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors present at any annual, regular or special meeting provided a quorum is present.

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ARTICLE XIV  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets her hand and seal this 26th day of October, 2004.

  
Marilyn Harriman, Incorporator

FILED  
04 NOV -1 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FLORIDA LOCAL USERS' GROUP, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 3215 Charow Lane, Orlando, Florida, 32806, has named and designated Marilyn Harriman as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26th day of October, 2004.

  
Marilyn Harriman, Registered Agent

(((H04000217308 3)))