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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CITRUS INFORMATION TECHNOLOGY ALLIANCE, INC.**

The undersigned, President of CITRUS INFORMATION TECHNOLOGY ALLIANCE, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is CITRUS INFORMATION TECHNOLOGY ALLIANCE, INC.

**ARTICLE SECOND:** The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the board of directors of the Corporation by Unanimous Written Consent executed on September 18<sup>th</sup>, 2008, in accordance with section 617.1007 of the Florida Not For Profit Corporation Act. The Corporation has no members entitled to vote.

**ARTICLE THIRD:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLE I - NAME**

The name of the Corporation shall be: CITRUS INFORMATION TECHNOLOGY ALLIANCE, INC., a Florida not for profit corporation.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation is organized are:

In general, the Corporation is organized to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

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Specifically, the Corporation is organized exclusively to promote technology and technology and scientific related businesses in the greater Citrus County Florida area including providing support and educational opportunities for its members and, if appropriate, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986.

The purposes for which the Corporation is organized shall be limited to those which promote the business interests of technology and the technology and scientific related industries for the benefit of the technology and scientific community. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation, except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve the interests of the educational and scientific industries in the State of Florida. Accordingly, it shall not be operated for the benefit of private interests.

#### ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

Members of the Corporation shall consist of individuals elected to the membership in the Corporation.

To become a member of the Corporation, an individual shall be selected in accordance with the provisions of the Bylaws of the Corporation. No Member of the Corporation shall be entitled to vote.

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ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors and each director's term of office shall be fixed in the Bylaws of the Corporation. Annual elections for those directors standing for election will be held at a meeting preceding the last day of the Corporation's fiscal year or such other date as selected by the Board of Directors. Election for those directors standing for election shall be by a majority vote of the Board of Directors of the Corporation in attendance at the annual meeting of the Board of Directors of the Corporation.

The officers of the Corporation may be members of the Corporation and shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of two (2) years, beginning the 1st day of the new calendar year. Officers may be re-elected to serve subsequent terms as provided in the Bylaws. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Teresa M. Bell	President/Treasurer
Stephen Nelson	Vice President
Marnie Green	Secretary

ARTICLE VIII - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the next election under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Teresa M. Bell	2656 W. Sunrise Street Lecanto, Florida 34461

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Stephen Nelson

2940 S. Cygnet Terrace  
Inverness, Florida 34450

Marnie Green

5423 W. Buckskin Drive  
Beverly Hills, Florida 34465ARTICLE IX - BYLAWS

The Bylaws of the Corporation may be amended, altered or rescinded by a two-thirds (2/3) vote of the Board of Directors in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation's Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII - REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this corporation shall be:

Teresa M. Bell  
2656 W. Sunrise Street  
Lecanto, Florida 34460ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE  
AND MAILING ADDRESS

The principal office address of the Corporation shall be:

2656 W. Sunrise Street  
Lecanto, Florida 34460

The principal mailing address of the Corporation shall be:

P.O. Box 816  
Lecanto, Florida 34460

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 18 day of September, 2008.

Teresa M. Bell  
Teresa M. Bell, President

STATE OF FLORIDA  
COUNTY OF Citrus

The foregoing instrument was acknowledged before me this 2 day of December, 2008, by Teresa M. Bell.

Lavern Brandon  
Signature of Notary Public

Lavern Brandon  
(Print Notary Name)

My Commission Expires: 4.27.12  
Commission No.: DD 763277

AFFIX NOTARY STAMP



☒ Personally known, or  
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#### CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of CITRUS INFORMATION TECHNOLOGY ALLIANCE, INC., I hereby accept and agree to act in this capacity.

Dated: 9/18/08

Teresa M. Bell  
Teresa M. Bell