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**SOUTHWEST FLORIDA REGIONAL TECHNOLOGY PARTNERSHIP, I**

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H08000248381 3

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF**

**SOUTHWEST FLORIDA REGIONAL TECHNOLOGY  
PARTNERSHIP, INC.  
a not for profit corporation**

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Pursuant to the provisions of Section 617.1002, Florida Statutes, this Florida not for profit corporation, whose Articles of Incorporation were originally filed with the Florida Department of State on June 11, 2008, document number N08000005643, hereby adopts the following Restated and Amended Articles of Incorporation:

**Article I  
Name**

The name of the corporation shall be Southwest Florida Regional Technology Partnership, Inc. (the "Corporation").

**Article II  
Term**

The term of the Corporation shall be perpetual. In the event the Corporation is dissolved after the payment of all debts and expenses, the assets of the Corporation shall be distributed to one or more properly incorporated not for profit organizations which share the goals and objectives of the Corporation, such organization to be determined by the board of directors of the Corporation.

**Article III  
Initial Principal Place of Business and  
Mailing Address**

The address of the initial principal place of business of the Corporation shall be c/o Hahn Loeser & Parks, LLP, 800 Laurel Oak Drive, Suite 600, Naples, FL 34108, and the mailing address is P.O. Box 884, Estero, Florida 33928.

## **Article IV**

### **Purposes, Property and Powers**

5.1 The Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall have all corporate powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes and not prohibited under Section 501(c)(6) of the Code or any regulations promulgated hereunder. The specific purposes of the Corporation shall be (i) to promote the technology sector of economy of throughout Southwest Florida, (ii) to expand the knowledge and expertise of technology businesses in Southwest Florida through seminars, forums, educational publications and other means; (iii) to enhance public awareness of the technology industry in Southwest Florida and the scientific, economic and other benefits it provides, and (iv) to represent the interests of the technology sector of Southwest Florida before federal, state and local agencies and the public.

5.2 The Board of Directors and members of the Corporation shall have no vested right, interest or privilege of, in or to the assets, functions, affairs or contracts of the Corporation, and the Board of Directors and members shall not have any such right, privilege, or interest which may be transferable or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation, its Board of Directors or members shall be deemed to vest title in the Corporation. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private person. Upon the dissolution of the Corporation, all of its assets, after the satisfaction of its liabilities or adequate provision therefore, shall be distributed to an organization exempt from taxation under Section 501(c)(3) or Section 501(c)(6) of the Code.

5.3 The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

## **Article V**

### **Members**

The membership of the Corporation and the voting rights, if any, of the members shall be as provided in the bylaws of the Corporation.

## **Article VI Compensation**

No director or officer of the Corporation shall receive compensation directly or indirectly for service as a director or officer of the Corporation.

## **Article VII Directors**

The number of members of the board of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the Corporation, but shall never be less than seven (7) directors. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.

## **Article VIII Incorporator**

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Kevin Barnhill	P.O. Box 884, Estero, Florida 33928

## **Article IX Registered Officer and Agent**

The address of the initial registered office of the Corporation shall be HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108.

## **Article X Amendments**

These Articles of Incorporation may be amended at any regular meeting of the board of directors or any special meeting of the board of directors called for that purpose, in either case, upon receiving the vote of a majority of the directors in office.

H08000248381 3

**Article XI**

**Approval of Restatement and Amendment  
Of Articles**

There are no members entitled to vote on the proposed Restated and Amended Articles of Incorporation and same were approved by a majority vote of the Board of Directors then in office at a meeting held on October 28, 2008.

*29* IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this day of October, 2008.

  
Kevin Barnhill, Chair of the Board of Directors

**SOUTHWEST FLORIDA REGIONAL TECHNOLOGY PARTNERSHIP, INC.****ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc. located at 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, being named in the Articles of Incorporation of SOUTHWEST FLORIDA REGIONAL TECHNOLOGY PARTNERSHIP, INC., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

HL Statutory Agent, Inc.

By: Name: Jeanne L. SeewaldTitle: Vice PresidentDate: 10.29.08