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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Consortium of FL Army Technologies, Inc.**

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STATE OF FLORIDA  
NON-PROFIT CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CONSORTIUM OF FL ARMY TECHNOLOGIES, INC.

The undersigned acting as incorporator of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Consortium of FL Army Technologies, Inc. The principal office and mailing address of the corporation shall initially be located at 300 West Pensacola Street, Suite 1181, Tallahassee, Florida 32301.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: facilitating and fostering engineering technology advancement in Florida through collaboration and research partnerships among academia, industry, the Army and other government agencies.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall be a membership corporation.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the bylaws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or entity organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered) or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of

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propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the bylaws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The street address of the initial registered office of the corporation is c/o Edwards Angell Palmer & Dodge LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Angell Corporate Services, Inc.

SIXTH: The name and address of the incorporator to these Articles of Incorporation is:

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Leslie J. Croland  
Edwards Angell Palmer & Dodge LLP  
One North Clematis Street, Suite 400  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2<sup>nd</sup>  
day of September, 2009.

  
\_\_\_\_\_  
Leslie J. Croland, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

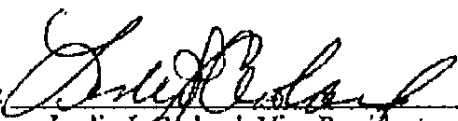
Consortium of FL Army Technologies, Inc., desiring to organize under the laws of the  
State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City  
of West Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate  
Services, Inc., located at c/o Edwards Angell Palmer & Dodge LLP, One North Clematis Street,  
Suite 400, West Palm Beach, Florida, 33401, as its agent to accept service of process within this  
State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 2<sup>nd</sup> day of September, 2009.

Angell Corporate Services, Inc.

By:   
Leslie J. Croland, Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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