

Division of Corporations

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Florida Network of Research, Science and Technology**

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T. Burch FEB 24 2010

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**ARTICLES OF INCORPORATION  
OF  
Florida Network of Research, Science and Technology Parks, Inc.**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation not for profit, pursuant to the provisions of the Florida Not for Profit Corporation Act.

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called the "Corporation") is

Florida Network of Research, Science and Technology Parks, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is:

1736 West Paul Dirac Drive  
Tallahassee, Florida 32310

**ARTICLE III  
PURPOSE**

The Corporation will be operated to preserve, enhance and promote the establishment and maintenance of university, academic and industry research-based facilities within Florida. The Corporation may carry on any other activity in support of and to benefit such activity as may be carried on by a corporation described in Section 501(c)(6) of the Internal Revenue Code (the "Code") and organized under the Florida Business Corporation Act.

Notwithstanding any other provisions for these Articles of Incorporation, the Corporation shall not have the power to carry on any other activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(6) of the Code or the corresponding provisions of any future United States Internal Revenue law.

No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, 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. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation herein before stated.

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**ARTICLE IV**  
**BOARD OF DIRECTORS**

The Corporation initially shall be managed by a Board of Directors ("Board") consisting of no less than five (5) nor more than eighteen (18) directors. The number of directors may be fixed from time to time within this range pursuant to the By-Laws. Directors shall be elected in accordance with the By-Laws. The Board may appoint an Executive Committee to supervise the day-to-day operations of the Corporation. It may also appoint an Advisory Committee and certain other committees, in each case in accordance with the By-Laws. One-half (1/2) of the authorized number of directors determined pursuant to the By-Laws shall constitute a quorum at any meeting of the Board.

**ARTICLE V**  
**MEMBERS**

This Corporation shall have members. The class or classes of members and the qualifications and rights of each shall be established in the By-Laws. Membership dues shall be established by the Board.

**ARTICLE VI**  
**OFFICERS**

The Board of Directors shall elect the Officers, all of whom shall be directors. The Officers shall consist of a President, a Vice President, a Secretary, an Assistant Secretary and a Treasurer. An additional Assistant Secretary and an Assistant Treasurer who are not directors may be appointed by the Board. An Executive Director may also be appointed by the Board of Directors to manage the day-to-day operations of the Corporation, in accordance with the By-Laws.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of this not for profit corporation is 1736 West Paul Dirac Drive, Tallahassee, Florida 32310 and the name of the initial registered agent of this Corporation at this address is Linda Nicholsen.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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**ARTICLE VIII**  
**INCORPORATOR**

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

**NAME**

Leslie J. Croland

**MAILING ADDRESS**

Edwards Angell Palmer & Dodge LLP  
One North Clematis Street, Suite 400  
West Palm Beach, FL 33401

**ARTICLE IX**  
**LIABILITY**

None of the Directors, Officers or Members of this Corporation shall be personally liable for its debts, liabilities or obligations.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify it as an exempt organization or organizations under Section 501(c)(6) of 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 a court of general jurisdiction in 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 XI**  
**MISCELLANEOUS**

The duration of the Corporation shall be perpetual.

This Corporation is organized on a non-stock basis.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or their 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 as set forth in Article III hereof.

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The corporate existence of the Corporation shall begin upon the date of filing of these Articles of Incorporation.

  
Incorporator

*Having been named as Registered Agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.*

  
Registered Agent

2/22/10  
Date

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