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*Amended
Resigned
4/29/11
TC*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA TECHNOLOGY FORUM, INC.**

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11 APR 28 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of CENTRAL FLORIDA TECHNOLOGY FORUM, 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 CENTRAL FLORIDA TECHNOLOGY FORUM, 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 December 15, 2010, 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: CENTRAL FLORIDA TECHNOLOGY FORUM, INC., a Florida not for profit corporation (the "Corporation").

ARTICLE II - PURPOSES

Specifically, the Corporation is organized to promote the education and networking of executive employees employed by technology businesses and related businesses in the greater Central Florida area including providing support and educational opportunities for its members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, and, if appropriate, the making of distributions to organizations that qualify under Internal Revenue Code Sections 501(c)(3) and 501(c)(6).

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

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and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be limited to those which promote the education and networking of executives employed by technology businesses and related businesses in the greater Central Florida area 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.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, gender or age. The Corporation is organized to serve the interests of the technology and scientific industry 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.

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ARTICLE IV - MEMBERS

Members of the Corporation shall consist of individuals serving as directors of the Corporation and those 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.

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, nor more than thirteen (13) 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, Secretary, Treasurer and one or more Vice-Presidents, if desired by the Board of Directors. 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 initial officers who are to serve until the first election under these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Scott Faris	President
Philip Holt	Secretary
Michael Evanoff	Treasurer

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ARTICLE VIII – FIRST BOARD OF DIRECTORS

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

<u>Name</u>	<u>Address</u>
Scott Faris	653 West Michigan Street Orlando, Florida 32805
Philip Holt	653 West Michigan Street Orlando, Florida 32805
Michael Evanoff	653 West Michigan Street Orlando, Florida 32805

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially approved by majority vote of the Board of Directors, and thereafter 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:

Scott Faris
653 West Michigan Street
Orlando, Florida 32805

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE

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AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

653 West Michigan Street
Orlando, Florida 32805


IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26 day of April, 2011.



Scott Faris, President

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26th day of April, 2011, by Scott Faris, as President of the Corporation.



Signature of Notary Public

NANCY USELTON
(Print Notary Name)

My Commission Expires: 8/20/11

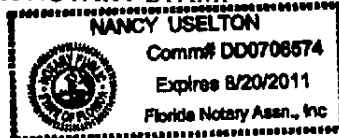
Commission No.: DD0706574

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced: _____

AFFIX NOTARY STAMP



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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

Dated: 4/26/11



Scott Faris

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