

N110000002245

Nov 19 2012 2:27PM

Gray Robinson

Nov 08 2012

F. 1

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000274364 3)))



H120002743643ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : 120010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: randy.berridge@floridahightech.com

FILED
2012 NOV 19 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CENTRAL FLORIDA TECHNOLOGY FORUM, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$43.75 |

RECEIVED

12 NOV 19 AM 8:03

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

RR
11/20/12

FILED

2012 NOV 20 02:43:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 at a meeting duly called and held on November 16, 2012, at which a quorum was present, 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.

ARTICLE II - PURPOSES

The purpose of the Corporation shall be to (i) promote the entrepreneurial economy, including, but not limited to, business organizations in the technology sector and in other entrepreneurial sectors of the economy, throughout the Central Florida region, (ii) expand the knowledge and expertise of business in the Central Florida region through seminars, forums, educational publications and other means; (iii) enhance public awareness of entrepreneurial initiatives in the Central Florida region regarding business organizations in the technology sector and in other entrepreneurial sectors of the economy and represent these business organizations' interest of the Central Florida region's economy before federal, state and local agencies and the public.

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

H12000274364 3

"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 thereunder. No part of the earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation or any other private person. 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.

The purposes for which the Corporation is organized shall be limited as set forth above. 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 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 entrepreneurial business community, including, but not limited to, business organizations in the technology sector and in other entrepreneurial sectors of the economy in the Central Florida region of 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.

H12000274364 3

ARTICLE IV - MEMBERS

The Corporation shall have no Members. Provided, however, the Corporation may provide for Membership in the Corporation at any time as determined by unanimous vote of the four (4) permanent Co-Chairs of the Board of Directors of the Corporation.

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 the Board of Directors as provided in the Corporation's Bylaws. The Board of Directors may delegate this responsibility to an Executive Committee of the Board of Directors as provided in the Corporation's Bylaws. The Board of Directors shall consist of not less than four (4) persons. The number of directors and each director's term of office shall be fixed in the Bylaws of the Corporation. Directors shall be selected and appointed each year by the Board of Directors as provided in the Bylaws of the Corporation.

The officers of the Corporation shall consist of four (4) permanent Co-Chairs (as provided in the Corporation's Bylaws) and the following appointed officers: the President of the Corporation, one (1) or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be appointed by the Executive Committee of Directors (as provided in the Corporation's Bylaws), and shall serve until their successors are chosen and qualify. Such other officers and assistant officers and agents as may be deemed necessary may be appointed as provided in the Corporation's Bylaws. Officers may be appointed to serve subsequent terms as provided in the Corporation's Bylaws.

ARTICLE VII - NAMES OF OFFICERS

The names of the initial officers who are to serve until their successors are appointed in accordance with the Bylaws of the Corporation are as follows:

| <u>Name</u> | <u>Office</u> |
|----------------|--------------------------|
| Dr. Tom O'Neil | Co-Chairman of the Board |
| Rick Weddle | Co-Chairman of the Board |
| Leslie Hielema | Co-Chairman of the Board |
| Randy Berridge | Co-Chairman of the Board |
| Ed Schons | President |
| Roger W. Pynn | Vice President |
| Vicki Morelli | Secretary / Treasurer |

H12000274364 3

ARTICLE VIII – BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be nine (9), four (4) of whom may be permanent members of, and permanent Co-Chairs of, the Board of Directors, as provided in the Corporation's Bylaws. The names and addresses of the persons who are to serve as directors and as Co-Chairs until their earlier resignation or removal as provided in the Corporation's Bylaws are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------------|--|
| Dr. Tom O'Neil, Co-Chair | 12201 Research Parkway, Ste. 501 Orlando, Florida 32826 |
| Rick Weddle, Co-Chair | 301 E. Pine Street, Ste. 900 Orlando, Florida 32801 |
| Leslie Hielema, Co-Chair | 75 S. Ivanhoe Boulevard Orlando, Florida 32802 |
| Randy Berridge, Co-Chair | 1055 AAA Drive, Ste. 140 Heathrow, Florida 32746 |
| Ed Schons | 12424 Research Parkway, Ste. 100 Orlando, Florida 32826 |
| Roger W. Pynn | 258 Southhall Lane, Ste. 430 Maitland, Florida 32751 |
| Lars Houmann | 2400 Bedford Road Orlando, Florida 32803 |
| Waymon Armstrong | 11825 High Tech Avenue Orlando, Florida 32817 |

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered, amended or repealed by a two thirds (2/3rd) vote of the Executive Committee with the approval of a majority vote of the Board of Directors of the Corporation at a duly called meeting of the Board of Directors. Provided, however, any amendment to provide for Membership in the Corporation must also be approved by unanimous consent of the four (4) permanent Co-Chairs of the Board of Directors.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

H12000274364 3

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:


Randy Berridge
1055 AAA Drive, Ste. 140
Heathrow, Florida 32746

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESS

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

1055 AAA Drive, Ste. 140
Heathrow, Florida 32746

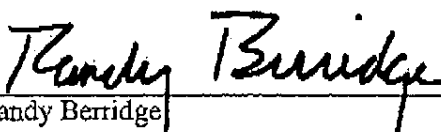
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation this 16th day of November, 2012.


Ed Schons, President

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: November 16, 2012.


Randy Berridge