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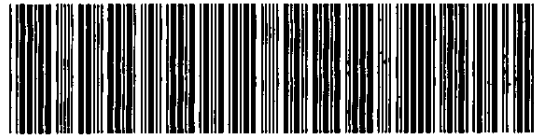
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2010 MAY -4 P 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-5-10  
2010

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JAMES R. PROVENCHER  
OF COUNSEL



April 29, 2010

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Tech-Assist-Haiti, Inc.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation for filing herewith, together with our check in the amount of \$70.00, representing the filing fee. Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

A handwritten signature in cursive script that reads "Paula K. Hathaway".

Paula K. Hathaway  
Assistant to Philip B. Peterson

/pkh  
Encl.

**ARTICLES OF INCORPORATION**

**OF**

**TECH-ASSIST-HAITI, INC.  
(A Florida Not For Profit Corporation)**

**FILED**  
2010 MAY -4 P 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE  
AND MAILING ADDRESS**

The name of this Corporation shall be: **TECH-ASSIST-HAITI, INC.**, with its principal office located at 1949 Bayview Drive, New Smyrna Beach, Florida 32168 and its corporate mailing address being the same.

**ARTICLE II  
POWERS AND PURPOSE**

A. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation, Act, as amended.

B. The specific and primary purposes for which this corporation is organized is to provide technology assets to various entities in Haiti to support information technology infrastructure reconstruction in the aftermath of the January 12, 2010 earthquake. Such assistance consists of financial support, technical expertise in the areas of information and communication technology, computing hardware, computing software and networking equipment.

**ARTICLE III  
NONSTOCK CORPORATION**

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE V**  
**REGISTERED AGENT**  
**AND**  
**INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

**RICHARD V. DAVIS**  
1949 Bayview Drive  
New Smyrna Beach, Florida 32168

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI**  
**MEMBERSHIP**

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Board of Directors will be elected in accordance with the by-laws of this corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of this Corporation shall be elected in accordance with the by-laws of this corporation. Any two or more offices may be held by the same person.

**ARTICLE IX  
INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators are:

**RICHARD V. DAVIS**                      1949 Bayview Drive  
New Smyrna Beach, Florida 32168

**ANDREE F. BEGIN**                      1949 Bayview Drive  
New Smyrna Beach, Florida 32168

**ARTICLE X  
AMENDMENTS**

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

**ARTICLE XI  
INDEMNIFICATION**

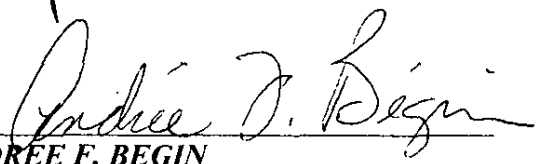
This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

**ARTICLE XII  
DISSOLUTION**

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

**IN WITNESS WHEREOF**, the undersigned as Incorporators have executed the foregoing Articles of Incorporation on this 21<sup>st</sup> day of April, 2010.

  
\_\_\_\_\_  
**RICHARD V. DAVIS**

  
\_\_\_\_\_  
**ANDREE F. BEGIN**

STATE OF FLORIDA

COUNTY OF VOLUSIA

FILED  
2010 MAY -4 P 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared, **RICHARD V. DAVIS** and **ANDREE F. BEGIN**, who are personally known to me or who have produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 29<sup>th</sup> day of April, 2010.

Paula K. Hathaway  
PAULA K. HATHAWAY

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Paula K. Hathaway  
Commission # DD552566  
Expires June 14, 2010  
Bonded Troy Fan - Insurance, Inc. 800-385-7015

### CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **TECH-ASSIST-HAITI, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **RICHARD V. DAVIS**, 1949 Bayview Drive, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

### ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

Richard V. Davis

**RICHARD V. DAVIS**, as Registered Agent