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*[Signature]*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **XE3 FLORIDA, INC**

DOCUMENT NUMBER: **N10000008487**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**STEFAN MATTHES**

(Name of Contact Person)

(Firm/ Company)

**2199 S ROCK ROAD**

(Address)

**FORT PIERCE, FL 34954**

(City/ State and Zip Code)

**smatthes@ct-eng.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**STEFAN MATTHES**

(Name of Contact Person)

at **772 464-3537**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

XE3 FLORIDA, INC

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000008487

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Stefan Matthes

2199 S Oak Road

(Florida street address)

New Registered Office Address:

FT. Pierce


(City)

, Florida 34957

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Signature of New Registered Agent, if changing

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

**SEE ATTACHED INFORMATION ON AMENDED ARTICLES OF  
INCORPORATION**

**ARTICLES OF INCORPORATION  
OF  
XE3 FLORIDA, 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

**XE3 Florida, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE**

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

**2199 South Rock Road  
Ft. Pierce, Florida 34954**

**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)(3) 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)(3) 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.

#### **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 Nineteen (19) 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-third (1/3) of the authorized number of directors determined pursuant to the By-Laws shall constitute a quorum at any meeting of the Board. The initial Board of Directors of the Corporation are as follows:

Chairman	Ben DeVries
Vice Chairman	Kathryn McGinn
Secretary	Robert DeVries
Treasurer	Ray Justice

#### **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 Chairman, a Vice Chairman, a 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 **2199 S. ROCK ROAD, FT PIERCE, FL 34954** and the name of the initial registered agent of this Corporation at this address is **BEN DEVRIES**.

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.

**ARTICLE VIII**  
**INCORPORATOR**

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

**NAME**

Ben DeVries

**MAILING ADDRESS**

2199 S. Rock Road  
Ft. Pierce, FL 34954

**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.



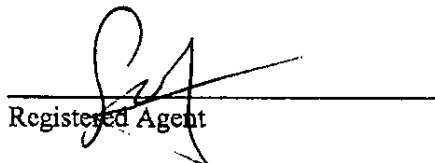
**ARTICLE XII**  
**ADDITIONAL IRS**  
**LANGUAGE**

1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
2. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

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

9/26/13  
\_\_\_\_\_  
Date

The date of each amendment(s) adoption: 8/15/13, if other than the date this document was signed.

Effective date if applicable: 9/26/13  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/15/13  
Signature [Signature]  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

STEFAN K. MATTHEWS  
(Typed or printed name of person signing)  
PRESIDENT  
(Title of person signing)