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FLORIDA PROFIT/NON PROFIT CORPORATION  
STEMFLORIDA, INC.

Certificate of Status	0
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June 28, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION

SUBJECT: STEMFLORIDA, INC.  
REF: W11000034574

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The enclosed document cannot be filed until the limited partnership is properly filed with this office. Please submit a Certificate of Limited Partnership and an Affidavit of Capital Contributions along with the appropriate filing fees to this office.

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Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H11000167459  
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**ARTICLES OF INCORPORATION  
OF  
STEMflorida, INC.**

(a Florida corporation not for profit)

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TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, the undersigned incorporator submits the following Articles of Incorporation (these "Articles") to form STEMflorida, Inc., a Florida corporation not for profit:

**ARTICLE I**

**Name and Duration**

The name of the corporation is STEMflorida, Inc. (the "Corporation"). The effective date upon which this Corporation shall come into existence shall be the date on which these Articles are filed by the Secretary of State. The duration of the Corporation is perpetual until it is dissolved in accordance with applicable law.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is c/o Workforce Florida, Inc., 1580 Waldo Palmer Lane, Suite 1, Tallahassee, Florida 32308.

**ARTICLE III**

**Purposes and Powers**

A. The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes, including, for such purposes, (1) engaging in and supporting activities and programs (a) to drive Florida's leadership in Science, Technology, Engineering, and Math (STEM) by connecting business, industry, economic development, philanthropy, workforce and education around the issues that impact and support innovation and growth in Florida's existing and emerging industries, employers and entrepreneurs, and (b) to promote such other activities as may foster, encourage and support the enhancement of the quality, interest and research in STEM in Florida; and (2) making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding section of any future federal tax code.

B. The Corporation is organized and shall be operated for purposes for which a corporation not for profit may be formed under the laws of the State of Florida, and not for

pecuniary profit or financial gain. The Corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code, and the regulations thereunder. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other 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 set forth in this Article III.

#### ARTICLE IV

##### Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation shall be distributed, as determined by the Board of Directors, for one or more exempt purposes to one or more exempt organizations within the meaning of Sections 501(c)(3) and 170(c)(2) of the Code or the corresponding sections of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of 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 V

##### Board of Directors

A. The powers of the Corporation shall be exercised, its properties controlled and its affairs governed by a Board of Directors. The number of directors of the Corporation shall be set forth in the Bylaws of the Corporation and may be increased or diminished from time to time in accordance with the provisions of the Bylaws, but shall never be fewer than three (3).

B. The qualifications of directors, the manner in which directors are to be elected or appointed, classes of directors, and their terms of office shall be set forth in the Bylaws. The Bylaws may provide that a quorum of the Board of Directors shall consist of no fewer than one-third (1/3) of the number of directors then holding office in accordance with the Bylaws.

C. The Corporation shall initially have three (3) directors, who shall hold office until the first meeting of the Board of Directors held for the purpose of electing new directors. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Jimmie L. Davis, Jr.	The MITRE Corporation 4137 Faulkner Lane Tallahassee, Florida 32311-1607
Jennifer Grove	Gulf Power Company 1 Energy Place Pensacola, Florida 32520-0850
Kenneth B. Ross	Lockheed Martin Global Training and Logistics 100 Global Innovation Circle Orlando, Florida 32825-5003

## ARTICLE VI

### College of Advisors

The Corporation may also have a College of Advisors to serve in an advisory capacity to the Board of Directors. The number and qualifications of members of the College of Advisors, the manner in which they are to be elected or appointed, their rights and duties and their terms of office shall be prescribed from time to time by the Bylaws and by the Board of Directors of the Corporation.

## ARTICLE VII

### Indemnification

Each director, advisor, officer and incorporator, and each former director, advisor, officer and incorporator, of the Corporation shall be indemnified by the Corporation, to the full extent permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director, advisor, officer or incorporator of the Corporation, whether or not he or she is a director, advisor, officer or incorporator at the time such expenses are incurred. In the event of a settlement, the foregoing right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The Bylaws may impose further limitations on the foregoing right of indemnification. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, advisor, officer or incorporator may be entitled.

## **ARTICLE VIII**

### **Members**

Members of the Corporation shall be those persons, firms and companies interested in promoting the purposes of the Corporation. Other qualifications of members, the manner of their admission and their rights and duties, if any, shall be prescribed from time to time by the Bylaws and by the Board of Directors of the Corporation. Acceptance of membership in the Corporation shall constitute an agreement on the part of a member to adhere to the Bylaws, policies and procedures adopted by the Board of Directors.

## **ARTICLE IX**

### **Bylaws**

The Board of Directors shall have the power to adopt, alter, amend or repeal Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the directors may deem necessary from time to time, unless otherwise provided in the Bylaws. The Bylaws may contain any provision for the regulation and management of the Corporation's affairs that is not inconsistent with the Florida Not For Profit Corporation Act or these Articles.

## **ARTICLE X**

### **Amendments to Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, by a vote of the majority of a quorum of the Board of Directors.

## **ARTICLE XI**

### **Registered Office and Agent**

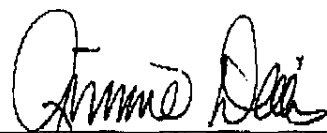
The address of the initial registered office of the Corporation in the State of Florida is 250 North Orange Avenue, Suite 600, Orlando, Florida 32801-1819. The name of the initial registered agent at such address is Perez, Bruce & Jonasen LLP.

## **ARTICLE XII**

### **Incorporator**

The name and address of the incorporator of this Corporation is Dr. Jimmie L. Davis, Jr., 4137 Faulkner Lane, Tallahassee, Florida 32311-1607.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on this 24<sup>th</sup> day of June, 2011.



JIMMIE L. DAVIS, JR.  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

This certificate is submitted in compliance with Section 617.0501 of the Florida Not For Profit Corporation Act. *STEMflorida, Inc.*, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in Article XI of the foregoing Articles of Incorporation, at 250 N. Orange Avenue, Suite 600, in the City of Orlando, County of Orange, State of Florida 32801-1819, has named Perez, Bruce & Jonasen LLP, whose business office is located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

DATED: June 24, 2011

PEREZ, BRUCE & JONASEN LLP

By: 

Jeffery Q. Jonasen, Partner

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