

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.

(((H13000108723 3)))



H13000108723ABCZ

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 : GREENBERG TRAURIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 955-7600
Fax Number : (561) 395-2807

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

Email Address: _____

RECEIVED
13 MAY 14 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TECHNOLOGY FOUNDATION OF THE AMERICAS, INC.**

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

FILED
13 MAY 14 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amnd Restate
MAY 15 2013

R. WHITE

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

13 MAY 14 PM 3:48

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TECHNOLOGY FOUNDATION OF THE AMERICAS, INC.
(a Florida Corporation Not For Profit)

(Pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act (the "Act")), the undersigned, Robert J. Robes, Assistant Secretary of TECHNOLOGY FOUNDATION OF THE AMERICAS, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on June 15, 2012 and assigned Document Number N12000005991,

DOES HEREBY CERTIFY AS FOLLOWS:

A. The name of the Corporation is TECHNOLOGY FOUNDATION OF THE AMERICAS, INC.

B. The Articles of Incorporation of the Corporation (the "Articles of Incorporation") are hereby amended in their entirety (as set forth herein, the "Amendments") by deleting all existing provisions and by substituting therefor the following amended and restated provisions (with the restatement pursuant to Section 617.1007 of the Act):

ARTICLE I
NAME

The name of this corporation is TECHNOLOGY FOUNDATION OF THE AMERICAS, INC. (hereinafter the "Corporation").

ARTICLE II
Purposes

The Corporation shall act as a business league, and is organized for the following purposes:

1. To develop and stage annual large-scale technology industry conferences in Greater Miami which will focus on global technology trends, their impact in the Latin American market and the projected growth within the technology sector in this rapidly growing region. The Corporation will bring together the public and private sectors to the Greater Miami area, along with the largest technology companies in the world, to produce world-class information technology events that draw thousands of visitors annually to South Florida.

2. To operate as a corporation not-for-profit under the laws of the State of Florida. In no event shall this Corporation be operated for purposes other than those permitted under

Section 501(c)(6) of the Internal Revenue Code of 1986, and the regulations thereunder as amended from time to time, or comparable provisions of subsequent legislation (the "Code").

3. Subject to the limitations set forth above, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things for the furtherance of any of its purposes, and to aid or assist other organizations whose activities are such as to foster any of such purposes.

4. To serve any other purpose permitted under Section 501(c)(6) of the Code.

ARTICLE III Powers

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified herein, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE IV Limitations; Distributions on Dissolution

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, members 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 Article V hereof. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation not for profit organized under Florida law.

2. Upon the dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed by the Board of Directors to one or more exempt purposes within the meaning of Section 501(c)(6) of the 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 proper public purposes. Any such assets not so disposed of shall be disposed of by a Florida 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

Membership

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and the method of collection thereof, shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE VII

Address and Registered Agent

The address of the principal registered office, and the mailing address, of the Corporation is 501 Brickell Key Drive, Suite 200, Miami, FL 33131. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish such chapters in other states, as they deem necessary or advisable.

The name of the Corporation's registered agent is Jaret Davis. The address of the business office of the registered agent of the Corporation is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, FL 33131.

ARTICLE VIII

Management; Officers

The day-to-day affairs of the Corporation will be managed by its officers pursuant to the authority given them by the Board of Directors and the Bylaws of the Corporation. The officers of the Corporation shall be, and shall have the powers and duties, as set forth in the Bylaws of the Corporation. Officers shall be elected by the members of the Board of Directors at the annual meeting of the Board. Officers will serve for a period of one year or until their successors are duly elected and shall qualify to take office, unless sooner removed, resigned or otherwise terminated.

ARTICLE IX

Board of Directors

The number of persons constituting the Board of Directors shall be three (3) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3). The Board of Directors shall be elected as provided in the Bylaws.

ARTICLE X

Bylaws

The Bylaws may be amended, altered or repealed, and new Bylaws may be adopted, only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation

ARTICLE XI

Amendments

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation at a meeting duly held for which proper notice is given.

ARTICLE XII

Incorporator

The name and address of the person who initially signed the Articles of Incorporation is Robert J. Robes, Esq., Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, FL 33131.

ARTICLE XII

Indemnification

The Corporation shall indemnify each (current and former) director, officer and employee of the Corporation, and may indemnify any other person, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- (i) Whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, association, partnership, joint venture, trust or other enterprise, from and against fees and expenses (including attorneys' fees and expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such an action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in or not opposed to the best interests of the Corporation, or, with

respect to any criminal action or proceeding, have unreasonable cause to believe that his or her conduct was unlawful.

- (ii) By or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, association, partnership, joint venture, trust or other enterprise against fees and expenses (including attorneys' fees and expenses) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless or only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such fees and expenses which such court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subclauses (i) and (ii) above, or in defense of any claim, issue or matter therein, he or she may be indemnified against fees and expenses (including attorneys' fees and expenses) actually and reasonably incurred by him or her in connection therewith.

Any indemnification under subclauses (i) or (ii) above may be made by the Corporation only as authorized in the specific case upon a determination in good faith that indemnification of the director, officer, employee or agent is proper in the circumstances he or she has met the applicable standard of conduct set forth in subclauses (i) or (ii), unless a court has decided that indemnification is proper. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

The rights of indemnification provided in this article shall inure to the benefit of the heirs, executors, administrators, legal representatives, successors and assigns of the persons covered hereby.

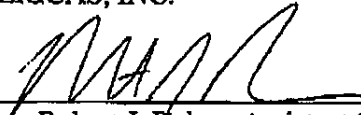
The Amended and Restated Articles of Incorporation were duly approved and adopted by unanimous written consent of the Board of Directors of the Corporation on May 14, 2013, pursuant to Sections 617.1002(1)(b) and 617.1006 of the Act. There are no members of the Corporation entitled to vote

[signature on following page]

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation on this 14th day of May, 2013.

TECHNOLOGY FOUNDATION OF THE
AMERICAS, INC.

By:


Robert J. Robes, Assistant Secretary