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Articles

1. National CyberSecurity Institute, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
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**SPECIAL
INSTRUCTIONS:**

**ARTICLES OF INCORPORATION
OF
NATIONAL CYBERSECURITY INSTITUTE, INC.
(A Corporation Not-for-Profit)**

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the corporation shall be: NATIONAL CYBERSECURITY INSTITUTE, INC.

**ARTICLE II.
ADDRESS**

The street address and the mailing address of the corporation is 101 East Kennedy Boulevard, Suite 3300, Tampa, FL 33602.

**ARTICLE III.
DURATION; EFFECTIVE DATE**

The corporation shall have perpetual existence, commencing as of the date of the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV.
PURPOSES**

The corporation is organized exclusively for charitable, religious, education, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The principal purpose of the corporation shall be to educate individuals, businesses, government and law enforcement about the risks and threats of Internet and other online activity and how best to avoid and respond to cybercrime and cyberattacks, to assemble and make available resources for education and training, research and development, testing and certification, and operational countermeasures related to cybersecurity, to encourage students to pursue careers in cybersecurity and related fields, and to encourage the development of technologies and methods to improve cybersecurity.

**ARTICLE V.
POWERS**

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. No part of the net earnings of the corporation shall

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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 Article IV hereof. 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 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI. DISSOLUTION

No director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) 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 the court of competent jurisdiction, as provided by law, 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 VII. NO MEMBERS

This corporation shall have no members and shall not issue member certificates. This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

ARTICLE VIII.
BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. The Board of Directors shall be a self-perpetuating body and new Directors shall be elected by ongoing Directors at their annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

J. Patrick Michaels, Jr.
101 East Kennedy Blvd.
Suite 3300
Tampa, FL 33602

Brad A. Gordon
101 East Kennedy Blvd.
Suite 3300
Tampa, FL 33602

Kenneth P. Jones
101 East Kennedy Blvd.
Suite 3300
Tampa, FL 33602

ARTICLE IX.
INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X.
BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE XI.
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 101 East

Kennedy Boulevard, Suite 3300, Tampa, FL 33602. The registered agent shall be Brad A. Gordon.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

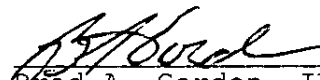
ARTICLE XII.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are Brad A. Gordon, 101 East Kennedy Boulevard, Suite 3300, Tampa, FL 33602.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 11 day of July, 2012.



Brad A. Gordon, INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 11 day of July, 2012.



Brad A. Gordon,
REGISTERED AGENT

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