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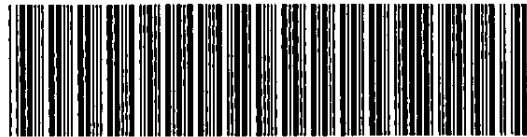
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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13 APR -8 PM 2:30  
OFFICE OF STATE  
TALLAHASSEE, FLORIDA

*K* 04/09/13

## **COVER LETTER**

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

**SUBJECT: FLORIDA TECH TOYBOX, INC.**

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$70.00 (filing fee).

FROM: Mark R. Davidson

Address: 925 NW 14<sup>th</sup> Ave, Gainesville, FL 32601

Daytime Telephone number: 352-682-8419

You may use the above address for future annual report notification.

Florida Technology Toybox, Inc.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

### **FLORIDA TECH TOYBOX, INC.**

The undersigned, for the purpose of forming a not-for-profit, non-stock corporation under Florida law, hereby adopts the following Articles of Incorporation:

#### **Article I – Name and Address**

This corporation will be known as “Florida Tech Toybox, Inc.”

#### **Article II –Address**

The street address of the initial principal office and the mailing address for the corporation is:

925 NW 14<sup>th</sup> Ave  
Gainesville, FL 32601

#### **Article III – Purpose**

This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In carrying out the purposes enumerated in these Articles, this corporation Florida Tech Toybox is a technology research and educational organization working in association with colleges and universities to educate students in engineering and scientific research and business practices.

#### **Article IV – Members**

The corporation shall have no Members.

#### **Article V – Directors**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The By-Laws shall specify the number, qualifications, term of office, method of election, powers, authority, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are consistent with the expressed provisions of this Articles of Incorporation. The Directors shall nominate new Directors and their successors, as set forth in the By-Laws.

Florida Technology Toybox, Inc.

## **Article VI – Restriction of Powers**

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article II above. This corporation shall not engage in any activity which may not be carried on by an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

This corporation shall not engage in activities that result in inurement of the corporation's income or assets to Insiders, including payment of dividends, payment of unreasonable compensation, or transfer of assets for less than fair market value. This corporation may pay compensation in a reasonable amount to anyone for services rendered or supplies furnished, including its Insiders, and may confer private benefits for charitable, educational or other exempt purposes in conformity with the purposes set forth in Article II above. "Insiders" are "persons having a personal and private interest in the activities of the corporation."

## **Article VII – Incorporator**

The name and address of the incorporator, who is a resident of Florida and an adult, natural person, is: Mark R. Davidson, 925 NW 14<sup>th</sup> Ave, Gainesville, FL 32601.

## **Article VIII – Registered Agent**

The initial registered agent shall be Mark R. Davidson, a resident of the State of Florida, whose business office is identical to the corporate registered office at:

925 NW 14<sup>th</sup> Ave  
Gainesville, FL 32601

## **Article VIII – Stock**

This corporation shall have no capital stock, either authorized or issued.

## **Article IX – Merger and Dissolution**

The Directors in a properly noticed meeting may dissolve Florida Tech Toybox, Inc. A vote of 2/3 of Directors in favor is required to dissolve Florida Tech Toybox, Inc. After a vote of dissolution, liabilities of Florida Tech Toybox, Inc. will be first paid and then all remaining assets distributed to one or more educational research organization(s) having a substantively common purpose and that qualify(ies) for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended in


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Technology Toybox, Inc.

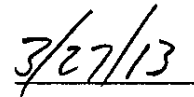
such proportions as shall be determined (i) by the Board of this corporation if the dissolution is not required by the laws of the state of Florida to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution is required by the laws of the state of Florida to be conducted under court supervision.

[END OF ARTICLES—SIGNATURES FOLLOW]

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Mark R. Davidson, Incorporator

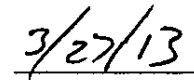


Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mark R. Davidson, Registered Agent



Date

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TALLAHASSEE, FLORIDA