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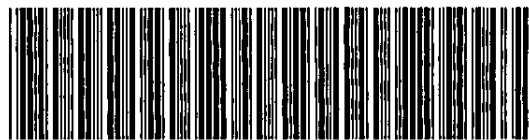
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Handwritten signature: Andrew R. Kane
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5/5/14

Dr

Florida Cyber Alliance, Inc.

EIN 46-4170032

Florida Cyber Alliance, Inc.

A Florida Non-Profit Corporation

April 19, 2014

TO: Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FROM: Florida Cyber Alliance, Inc.
P.O. Box 195672
Winter Springs, FL 32719

SUBJECT: Approval of Restated Articles of Incorporation

Per the request of Letter Number 514A00005302 dated March 25th 2014, attached you will find the Restated Articles of Incorporation (with requested changes), a certificate of approval by the members of Florida Cyber Alliance, Inc., and a copy of the aforementioned letter.

The specifically requested change was included in section 5.02 (*Appointment of Directors*) in the attached *Restated Articles of Incorporation*.

If there are any issues or concerns, please feel free to contact me.

Best Regards,



Lee V. Mangold
Vice President
Florida Cyber Alliance, Inc.

encl:
Letter Number 514A00005302
Certificate of Approval
Restated and Amended Articles of Incorporation

Florida Cyber Alliance, Inc.
P.O. Box 195672
Winter Springs, FL 32719

February 28, 2014

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

To Whom It May Concern:

Per my email conversations with your department on February 4th 2014, attached you will find Amended and Restated Articles of Incorporation for the Florida Cyber Alliance, Inc. Also provided is a check for \$35.00 for the official change.

If there are any issues or concerns, please feel free to contact me.

Best Regards,

A handwritten signature in black ink, appearing to read 'Lee V. Mangold', with a stylized flourish at the end.

Lee V. Mangold
Vice President
Florida Cyber Alliance, Inc.

encl: Restated and Amended Articles of Incorporation



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

14 APR 28 AM 8:25

RECEIVED
DIVISION OF CORPORATIONS
JAN 14 2014

March 25, 2014

LEE V. MANGOLD
FLORIDA CYBER ALLIANCE, INC.
P. O. BOX 195762
WINTER SPRINGS, FL 32719

SUBJECT: FLORIDA CYBER ALLIANCE, INC.
Ref. Number: N13000006511

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 514A00005302



Florida Cyber Alliance, Inc.

A Florida Non-Profit Corporation

April 4, 2014

SUBJECT: Approval of Restated Articles of Incorporation

The attached "Restated Articles of Incorporation" contains amendments requiring member approval. These amendments were voted on by the membership and unanimously approved on April 4th 2014. This vote is sufficient for formal approval of the restated Florida Cyber Alliance, Inc. Articles of Incorporation as attached.

A handwritten signature in black ink, appearing to read "Lee V. Mangold".

Lee V. Mangold
VP, Florida Cyber Alliance, Inc.



Florida Cyber Alliance, Inc.

A Florida Non-Profit Corporation

Amended and Restated Articles of Incorporation

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Florida Cyber Alliance, Inc.

ARTICLE II

ADDRESS

2.01 Address

The principal place of business address is:
580 Legacy Park Drive
Casselberry, FL 32707

The mailing address of the corporation is:
P.O. Box 195762
Winter Springs, FL 32719

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14 APR 28 PM 4:55

ARTICLE III

PURPOSES

3.01 Purpose

Florida Cyber Alliance, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Florida Cyber Alliance, Inc.'s purpose is to address, educate, coordinate, and assist in the building of a cyber security competency in the State of Florida.

We provide education by giving free lectures and multi-day educational programs in schools, libraries, and other public venues as well as utilizing social media channels and the corporation's website to provide facts, statistics, and other related data on causes, current efforts and solutions in Florida's information security industry.

Our programs include deploying personnel to assist in coordinating local security education events, and holding fundraising events to provide financial assistance and scholarships to further build a collective cyber security competency in the State of Florida.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Florida Cyber Alliance, Inc. is designated as a public benefit corporation

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-Profit Nature

Florida Cyber Alliance, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Florida Cyber Alliance, Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Florida Cyber Alliance, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Florida Cyber Alliance, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Florida Cyber Alliance, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Florida Cyber Alliance, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Florida Cyber Alliance, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Florida Cyber Alliance, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Florida Cyber Alliance, Inc. shall be governed by its board of directors.

5.02 Appointment of Directors

The manner in which directors are elected or appointed is provided for in the Florida Cyber Alliance, Inc. bylaws.

5.03 Initial Directors

The initial directors of the corporation shall be:

Title P
DeVault, Scott W
724 Raven Rock Court
Port Orange, FL 32127

Florida Cyber Alliance, Inc. Articles

EIN 46-4170032

Title VP

Mangold, Lee V

580 Legacy Park Drive

Casselberry, FL 32707

Title S

Tall, Anne M

606 Canne Place

Celebration, FL 34747

Title T

Grimm, Jon

222 Tropic Drive

Port Orange, FL 32127

ARTICLE VI

MEMBERSHIP

6.01 Membership

Florida Cyber Alliance, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

APPOINTMENT OF REGISTERED AGENT

7.01 Registered Agent

The registered agent of the corporation shall be:

Lee V. Mangold

580 Legacy Park Drive

Casselberry, FL 32707

ARTICLE VIII

INCORPORATOR

8.01 Incorporator

The incorporator of the corporation are as follow:

Florida Cyber Alliance, Inc. Articles
Mangold, Lee V
580 Legacy Park Drive
Casselberry, FL 32707

EIN 46-4170032