

Division of Corporations

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TECHNOLOGY SOLUTION PROVIDER INFORMATION
SHARING AND ANALYSIS ORGANIZATION, INC.**

In compliance with the requirements of Chapter 617 of the Florida Statutes, as amended, and Section 501(c)(6) of the Internal Revenue Code, the Articles of Incorporation of the Technology Solution Provider Information Sharing and Analysis Organization, Inc., a Florida not for profit corporation, dated October 15, 2018, as amended September 6, 2019, are hereby amended and restated in their entirety to read as follows:

ARTICLE I – NAME

The name of this corporation (the "Corporation") is the Technology Solution Provider Information Sharing and Analysis Organization, Inc.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business address is:

State Road 405
GICSR, Center for Space Education
Kennedy Space Center, Florida 32899

The mailing address of the Corporation is:

4110 George Road, Suite 200
Tampa, Florida 33634

The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE III – DURATION

The Corporation shall have perpetual existence.

ARTICLE IV – PURPOSES

The Corporation is organized and shall be operated exclusively as a trade association or business league within the meaning of section 501(c)(6) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to support cybersecurity information sharing, response, and best practice adoption for Technology Solution Providers across North America, Europe, the Middle East, Africa, Australia, and New Zealand. The Corporation shall not carry on any activities that are prohibited for an organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

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ARTICLE V – RIGHTS AND RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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.

ARTICLE VI – MEMBERS

The Corporation shall have one or more classes of Members as designated in its Bylaws. The Bylaws shall also state the qualifications and rights of the Members of each class and shall confer, limit, or deny the right to vote.

ARTICLE VII – DIRECTORS

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of directors, the terms for which the directors are to serve, and the manner in which the directors are to be elected or appointed are set forth in the Bylaws.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS & OFFICERS

Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every director, officer, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE IX – DISSOLUTION

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed in accordance with a plan of dissolution that has been presented to and approved by a vote of the Board of Directors.

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ARTICLE X – INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

ARTICLE XI – AMENDMENTS TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal these Articles of Incorporation is vested in the Board of Directors.

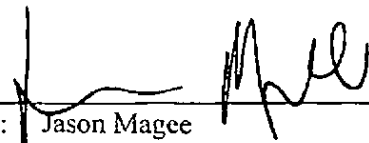
ARTICLE XII – REGISTERED AGENT

The name of the registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is Corporate Creations Network, Inc. The street address of the registered office of the Corporation is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

* * *

At the time of adoption of these Amended and Restated Articles of Incorporation, there was no member of the Corporation. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation in the manner provided by law effective October 25, 2019.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes this document on behalf of the Corporation.

By: 
Title: President

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