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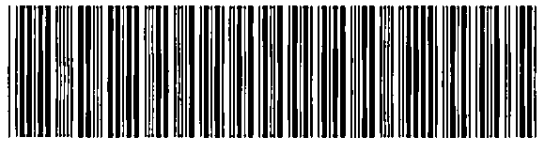
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**T. SCOTT**



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FILED

## COVER LETTER

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

**SUBJECT:** FLORIDA TECHNOLOGY FOUNDATION, INC.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Emmett Mitchell, IV  
Name (Printed or typed)

115 East Park Avenue, Suite 1

Address

Tallahassee, FL 32301

City, State & Zip

850-681-1029

Daytime Telephone number

bmitchell@rcoateslaw.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
FLORIDA TECHNOLOGY FOUNDATION, INC.**

FILED  
2020 JAN 15 AM 11:07  
NOTARIAL PUBLIC  
STATE OF FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I**

**Name and Address**

The name of the Corporation shall be FLORIDA TECHNOLOGY FOUNDATION, INC., and the address of the Corporation is 115 East Park Avenue, Suite 1, Tallahassee, Florida 32301.

**ARTICLE II**

**Nature of Business**

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and shall be operated exclusively for charitable, educational, and other exempt purposes, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code").

The purpose for which the Corporation is formed is to promote education and awareness of Florida's technology capabilities and capacity in order to improve our state and the quality of life for Florida residents and guests. The Corporation may engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into

effect the aforementioned exempt purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or, (b) the contributions to which are deductible under §170(a)(1) and (c)(2) of the Code.

### ARTICLE III

#### Stock/Members

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation.

### ARTICLE IV

#### Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Emmett Mitchell, IV  
115 East Park Avenue, Suite 1  
Tallahassee, Florida 32301

### ARTICLE V

#### Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

## ARTICLE VI

### Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 115 East Park Avenue, Suite 1, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be Emmett Mitchell, IV. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

## ARTICLE VII

### Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the By-Laws. The directors shall be elected as provided in the bylaws.

## ARTICLE VIII

### Officers

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices.

## ARTICLE IX

### Transactions in Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or

entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director (s) or officer (s) are present at or participate in the meeting of the board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(c) The Board shall not approve a transaction, which would result in an excess benefit transaction under section 4958 of the Internal Revenue Code as amended.

## ARTICLE X

### Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) 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, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for



valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

#### ARTICLE XI

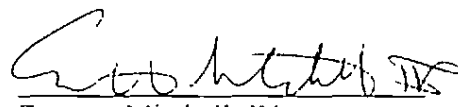
##### Financial Information

Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office.

#### ARTICLE XII

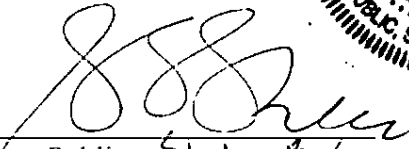
These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

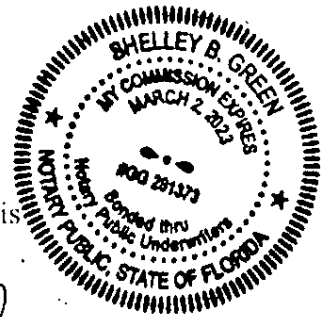
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 14<sup>th</sup> day of January, 2020.

  
Emmett Mitchell, IV

STATE OF FLORIDA  
COUNTY OF LEON

Emmett Mitchell, IV, who is personally known to me, acknowledged this  
instrument before me this 14th day of January, 2020.

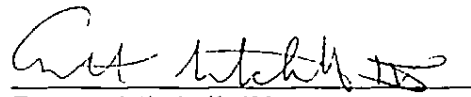
  
Notary Public Shelley B. Green  
My commission expires: March 2, 2023



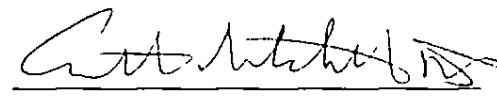
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following  
is submitted:

FLORIDA TECHNOLOGY FOUNDATION, INC., desiring to organize as a not-  
for-profit corporation under the laws of the State of Florida, has designated 115 East Park  
Avenue, Suite 1, Tallahassee, Florida 32301, as its initial Registered Office and has  
named Emmett Mitchell, IV located at said address, as its initial Registered Agent.

  
Emmett Mitchell, IV  
Incorporator

Having been named Registered Agent for the above-stated corporation, at the  
designated Registered Office, the undersigned hereby accepts said appointment, and  
agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to  
keeping the office open.

  
Emmett Mitchell, IV