

N95 0000/583

OFFICE USE ONLY (Document #)

JACK G. SANS

(Requestor's Name)

2365 CENTERVILLE RD.

(Address)

TALLAHASSEE, FL 32308

(City, State, Zip)

(Phone #)

4000001453384
-04/11/95--01076--000
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TALLAHASSEE ENTERPRISE CENTER, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 APR -5 PM 9:46

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SDG
4-5-95

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE ENTERPRISE CENTER, INC.
A CORPORATION NOT FOR PROFIT**

FILED
SECRETARY OF STATE
JAN 13 1988
TALLAHASSEE, FLORIDA

ONE

Name and Address

The name of the Corporation shall be: Tallahassee Enterprise Center, Inc. The principal office of the Corporation is located at 2365 Centerville Road, Tallahassee, Florida 32308.

TWO

Perpetual Duration

The Corporation shall have perpetual duration.

THREE

Charitable Purposes and Powers

The Corporation is organized for educational and scientific purposes to encourage and implement the creation and growth of technology-based industries, thereby fostering the creation of new jobs for the citizens of the State of Florida.

The Corporation shall be a Not For Profit Corporation under the provisions of the Florida Not For Profit Corporation Act. It shall be organized and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. The general purposes for which the Corporation is formed, include without limitation, to operate for educational purposes and for other charitable purposes.

The Corporation shall have full power and authority:

(a) To seek, accept and receive gifts, grants, contributions, dues and bequests of real and personal property;

(b) To hold, invest, reinvest and expend such funds and properties so received for such purposes;

(c) To borrow money and issue evidences of indebtedness in furtherance of any of all of the objects of its business; and

(d) Within and subject to the limitations of § 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation including the exercise of all other power and authority enjoyed by Corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in the Article Three and as are exclusively charitable and are entitled to charitable status under § 501(c)(3) of the Internal Revenue Code.

FOUR

Publicly-Supported-Tax-Exempt-Nonprofit-Corporation

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under § 170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under § 501(c)(3) of the Internal

Revenue Code and which is other than a private foundation within the meaning of § 509(n) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation. The number, qualification and election of the directors shall be in accordance with the Bylaws of the Corporation. The directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(n) of the Internal Revenue Code. The number of directors of the Corporation shall not be less than three (3); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of one-third of the then presently elected number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

SIX

Initial Board Of Directors

The initial Board of Directors of the Corporation shall consist of three (3) members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a director until his successor has been elected and has qualified.

	<u>NAME</u>	<u>ADDRESS</u>
1.	Dr. A. Gib DeBusk	1673 W. Paul Dirac Drive Tallahassee, FL 32310
2.	Jack G. Sams	2365 Centerville Road Tallahassee, FL 32308
3.	William J. Crutchfield	2365 Centerville Road Tallahassee, FL 32308

SEVEN

Registered Agent

The initial registered agent of the Corporation shall be Jack G. Sams, and the registered office address shall be 2365 Centerville Road, Tallahassee, FL 32308.

EIGHT

The incorporator for these Articles of Incorporation shall be Jack G. Sams, 2365 Centerville Road, Tallahassee, FL 32308.

NINE

Reservation of Assets

The assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in § 501(c)(3) and § 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

TEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under § 170(c)(2) of the Internal Revenue Code. All references in these

Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ELEVEN

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of those voting at any meeting of the board of directors called for that purpose, provided the notice of meeting of the board of directors shall have stated the nature of the proposed amendment.

TWELVE

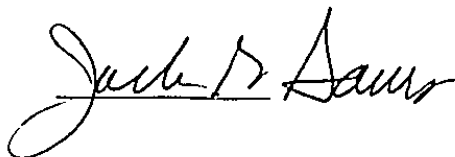
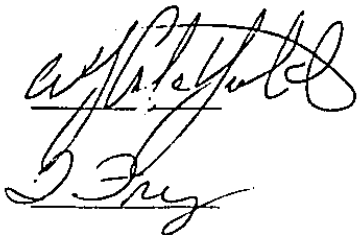
Bylaws

The Bylaws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the board of directors.

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this Corporation have executed these Articles of Incorporation, this 4th day of April, 1985.

Witnessed By:

Signature of Incorporator



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of § 607.325, Florida Statutes.

Jack G. Sams

**STATE OF FLORIDA
COUNTY OF LEON**

BEFORE ME, the undersigned authority, personally appeared JACK G. SAMS who is personally known to me and did not take an oath and known to be the person who executed the foregoing articles of incorporation and acceptance by the registered agent, and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth on this 4th day of April, 1995.

Theresa A. Fry

NOTARY PUBLIC

My Commission Expires:



THERESA A. FRY
MY COMMISSION # CC301880 EXPIRES
July 14, 1997
BONDED THRU TROY FARM INSURANCE, INC.