

**N95000002649**  
**Spectro Scan, Inc.**

FILED

95 JUN -7 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 25, 1995

RECEIVED  
05/01/95 01:00:00  
444245.00 4443102.50

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: National Integrated Geographic Information System Users' Group  
Association (P95000026166)  
and  
Florida Integrated Geographic Information System Users' Group Association  
(P95000026170)

Dear Sir/Madam:

Enclosed are new Articles of Incorporation for the above-referenced corporations,  
a check in the amount of \$245.00 representing the new filing fees, and affidavits to  
dissolve these corporations as profit corporations and reestablish them as nonprofit  
corporations.

Please send us a certified copy of each set of Articles. If further information is  
needed, please don't hesitate to call me collect at 305/446-0060.

Sincerely,

*M. Sullivan*

Marilyn Sullivan  
Vice President

*M. Sullivan* GAVE

AUTHORIZATION BY PHONE TO

CORRECT *VI*

DATE *6-7*

DOC. EXAM *OK*

Enclosures

*1295-9445*  
*524*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 7, 1995

SPECTRO SCAN, INC.  
ATTN: MARILYN SULLIVAN  
4020 SAZEDO STREET  
CORAL GABLES, FL 33146

SUBJECT: NATIONAL INTEGRATED GEOGRAPHIC INFORMATION SYSTEM  
USERS' GROUP ASSOCIATION, INC.  
Ref. Number: W95000009445

We have received your document for NATIONAL INTEGRATED GEOGRAPHIC INFORMATION SYSTEM USERS' GROUP ASSOCIATION, INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to convert this corporation from a profit to a non-profit, you must comply with F.L.A. STA. 617.1805, 1806, and 1807. Enclosed is a copy of F.L.A. STA. 617,

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 (904) 487-6973.

AMANDA HERRING  
Document Specialist

Letter Number: 195A00021736

ARTICLES OF INCORPORATION  
OF  
NATIONAL INTEGRATED GEOGRAPHIC  
INFORMATION SYSTEM  
USERS' GROUP ASSOCIATION, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation in the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation is National Integrated Geographic Information System Users' Group Association, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the primary purpose of providing geographical and other categories of information to its members.

ARTICLE IV - REGISTERED OFFICE OF CORPORATION

The street address of the initial registered office of the corporation is 4020 Salzedo Street, Coral Gables, FL 33146.

ARTICLE V - REGISTERED OFFICE OF AGENT

The street address of the initial registered agent of the corporation is 4020 Salzedo Street, Coral Gables, FL 33146, and the name of the initial registered agent at such address is William D. Bryant, which agent, pursuant to Florida Statutes, shall accept service of process within this State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one <sup>no</sup> director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The name and address of the initial director of this corporation is: Manner of election shall be stated in by-laws.

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of this corporation, and any person who serves at the request of this corporation as director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being as director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all expenses (including attorneys' fees) reasonable incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these articles is William D. Bryant, 4020 Salzedo Street, Coral Gables, FL 33146.

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the members and Board of Directors.

#### ARTICLE IX - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the filing of the Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 24 day of April, 1995.

William D. Bryant  
William D. Bryant

The undersigned, having been named to accept service of process for the above corporation at the place designated in Article V hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

William D. Bryant  
William D. Bryant

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgements, personally appeared William D. Bryant, personally known to me to be the person who executed the foregoing Articles of Incorporation and accepted appointment as the registered agent of said corporation, and acknowledged that he executed the same for the purposes therein contained.

Witness my hand and official seal in Dade County, Florida, this 24 day of April, 1995.

My commission expires:

M. Sullivan  
Notary Public

