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January 11, 1996

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

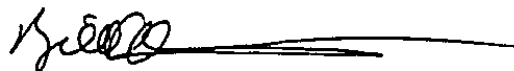
Re: Articles of Incorporation of O-Tech Mid-Florida Tech
Foundation, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of O-Tech Mid-Florida Tech Foundation, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/rp
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

O-TEC MID-FLORIDA TECH FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be O-TEC MID-FLORIDA TECH FOUNDATION, INC..

ARTICLE II - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSES AND POWER OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the organization and operation and maintenance of foundation to support Mid-Florida Tech. The rules governing the organization and operation the foundation shall be as set forth in the Bylaws; provided, however, that such foundation shall not discriminate on the basis of race, sex, national origin or religious preference.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 this Article.

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

3. This corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0105, Florida Statutes, for so long as it remains a private foundation.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2900 West Oak Ridge Road, Orlando, Florida 32809, and the name of the initial registered agent of this corporation at that address is Robert J. Clark.

ARTICLE V - MEMBERS

The initial member of the corporation shall be the incorporator of these Articles, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the bylaws of the corporation. The right is expressly reserved to the corporation to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion or sex.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert J. Clark	2900 West Oak Ridge Road Orlando, Florida 32809

ARTICLE VII - BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of three (3) member/members who shall serve until his or her successor is elected and installed.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than one (1) member.

C. The name and address of the member of the initial Board of Directors shall be as follows:

<u>Name</u>	<u>Address</u>
Robert J. Clark	2900 West Oak Ridge Road Orlando, Florida 32809
David Belcher	2900 West Oak Ridge Road Orlando, Florida 32809
Charles Woodward	2900 West Oak Ridge Road Orlando, Florida 32809

D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 2900 West Oak Ridge Road, Orlando, Florida 32809.

ARTICLE IX - INDEMNIFICATION BY CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE X - USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors and the members in accordance with the Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this 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 II hereof.

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

C. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation described under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or thereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or

special meeting of the membership called for such purpose in accordance with the provisions of the bylaws.

ARTICLE XII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 26th day of December, 1995, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



Robert J. Clark

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.


Robert J. Clark

Date: 12-26, 1995.

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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