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MICHAEL L. HYMAN  
ANDREW D. KAPLAN  
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ANDREW R. SPECTOR \*†

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EDOARDO MELONI  
GARY M. MARB  
ALIX WEINBERG WOLF  
STEVEN G. VITALE \*\*

\* ALSO MEMBER OF THE NEW YORK BAR  
† ALSO MEMBER OF THE TEXAS BAR  
\*\* ALSO MEMBER OF THE NEW JERSEY BAR

LAW OFFICES  
HYMAN & KAPLAN  
PROFESSIONAL ASSOCIATION  
14TH FLOOR COURTHOUSE TOWER  
44 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

DADE (305) 371-4244  
BROWARD (305) 783-8908  
TOLL FREE 1 (800) 443-1338  
FAX (305) 371-8930

January 30, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

500001702975  
-01/31/96--01081--007  
+++122.50 +++122.50

RE: Science and Technology Advisory Group  
Foundation, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is an original and one (1) copy of the Articles of Incorporation, and a check for \$122.50 to cover the filing fee and certified copy.

Please address any correspondence regarding the above referenced to:

Andrew R. Spector, Esq.  
as Registered Agent  
HYMAN & KAPLAN, P.A.  
14th Floor Courthouse Tower  
44 West Flagler Street  
Miami, Florida 33130

Telephone: 305/371-4244

Very truly yours,

HYMAN & KAPLAN, P.A.

MARC A. RUBIN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB -9 PM 12:21

FILED

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00608  
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MAR/ebc  
Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

February 6, 1996

MARC A. RUBIN  
44 WEST FLAGLER STREET  
14TH FLOOR COURTHOUSE TOWER  
MIAMI, FL 33130

SUBJECT: SCIENCE AND TECHNOLOGY ADVISORY GROUP FOUNDATION,  
INC.  
Ref. Number: W96000002738

We have received your document for SCIENCE AND TECHNOLOGY ADVISORY GROUP FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

You must list at least one incorporator with a complete business street address.

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) 487-6052.

Vickie Whitfield  
Corporate Specialist

Letter Number: 996A00005106

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February 8, 1996

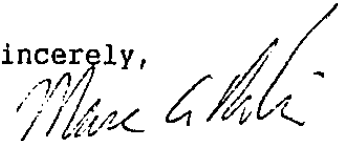
Attention: Dana  
FL Dept of State  
Div of Corporations  
409 E. Gaines St.  
Tallahassee FL 32399

Re: Science and Technology Advisory Group Foundation, Inc.

Dear Dana:

Thank you so much for your help on the telephone yesterday. Enclosed please find our corrected Articles of Incorporation and executed Registered Agent form. If there are any problems with this document, please contact me immediately. Otherwise I will be calling to obtain the approval and number assigned by the state so that we may open a corporate bank account. Thanks again.

Sincerely,



Marc A. Rubin  
For the Firm

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

SCIENCE AND TECHNOLOGY ADVISORY GROUP  
FOUNDATION, INC.

BY THESE ARTICLES OF INCORPORATION of the Florida not-for-profit corporation:

The undersigned persons, acting as incorporators of the corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be SCIENCE AND TECHNOLOGY ADVISORY GROUP FOUNDATION, INC.

ARTICLE II

The principal place of business and mailing address of this corporation is 6489 Via Benita, Boca Raton, Florida 33433.

ARTICLE III

This corporation shall exist in perpetual duration.

ARTICLE IV

This corporation is a not-for-profit corporation.

(A) Specific and primary purposes for which this corporation is formed are to operate for the advancement and

promotion of the teaching of students of science and technology in south Palm Beach County to raise funds and distribute said funds in furtherance of this goal, to provide mentoring services to students of the sciences, to provide lectures and career opportunities in those areas, to provide judges for science fair competitions, and to provide funds to schools so that they might upgrade their science and technology departments.

(B) General purposes for which the corporation is organized are to operate exclusively for such charitable purposes as will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 of corresponding provisions of any subsequent tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the code.

(C) This corporation shall not as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE V

This corporation is organized upon a non-stock basis as defined in Section 617.001 of the Florida Statutes.

Property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private

individual.

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the correspondence section of any future Federal Tax Code.

2. The corporation will not engage in act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or the correspondence section of a future Federal Tax Code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the correspondence section of any future Federal Tax Code.

4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the correspondence section of any future Federal Tax Code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the correspondence section of any future Federal Tax Code.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of

Section 501(c)(3) of the Internal Revenue Code, or the correspondence section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

#### ARTICLE VII

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of majority of a quorum of members of the corporation.

#### ARTICLE VIII

The directors and officers of this corporation shall be appointed and/or elected in compliance with the By-Laws.

#### ARTICLE IX

The registered agent of this corporation shall be Andrew R. Spector, Esq., 44 West Flagler Street, 14th Floor Courthouse Tower, Miami, Florida 33130.

#### ARTICLE X

The name(s) and street address of the incorporator for these Articles of Incorporation is Andrew R. Spector, Esq., 44 West Flagler Street, 14th Floor Courthouse Tower, Miami, Florida 33130.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on this 8<sup>th</sup> day of February, 1996

I, ANDREW R. SPECTOR, ESQUIRE, hereby accept my appointment as Registered Agent.

Andrew R. Spector  
ANDREW R. SPECTOR, ESQ.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF            )

BEFORE ME, personally appeared Andrew R. Spector, Esq. to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledge to and before me that he/she executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED BEFORE me this 8<sup>th</sup> day of

February, 1996.



Jacqueline P. Marker  
NOTARY PUBLIC, State of Florida at Large

Print Name:

Commission Number:

Commission Expires:

Affiant is personally known: X

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Science and Technology Advisory Group Foundation, Inc.  
(must include suffix)

2. The name and address of the registered agent and office is:

Andrew R. Spector, Esq.

(NAME)

44 West Flagler Street  
14th Floor Courthouse Tower

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33130

(CITY/STATE/ZIP)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

Andrew R. Spector

February 8, 1996  
(DATE)