

TRANSMITTAL LETTER

N98000003891

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

SUBJECT: J-TECH INDUSTRIES INC.  
(Proposed corporate name - must include suffix)

200002542522--2  
-06/01/98--01092--001  
\*\*\*\*131.25 \*\*\*\*131.25

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

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JEFFREY A. MILLER  
Name (Printed or typed)

26563 S.W. 122 PLACE  
Address

PRINCETON, FLORIDA 33032  
City, State & Zip

(305) 258-9666  
Daytime Telephone number

FILED  
98 JUL -6 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Q7-6-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 3, 1998

JEFFREY A. MILLER  
26563 S.W. 122 PLACE  
PRINCETON, FL 33032

SUBJECT: J-TECH INDUSTRIES, INC.  
Ref. Number: W98000012634

We have received your document for J-TECH INDUSTRIES, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

ARTICLE VIII (3), THE LIST OF BOARD OF DIRECTORS IS INCOMPLETE.

Please return the original and one copy of 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 (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 698A00031163

# ARTICLES OF INCORPORATION of

## J-TECH INDUSTRIES, INC. A FLORIDA CORPORATION

FILED  
98 JUL -6 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I: NAME

The name of the corporation is J-TECH INDUSTRIES, INCORPORATED.

### ARTICLE II: PURPOSES

The purposes for which the corporation is organized are:

- (1) (a) To promote computer services in the area among and through member institutions.
- (b) To promote computer system cooperation among public, academic and other agencies of the South and central Florida area including the following counties: Dade, Broward, Palm Beach, Brevard, Collier, Monroe, Hernando, Hillsborough, Manatee, Pasco, Pinellas, Polk, Sarasota. Entities in other counties may be included for good reasons.
- (2) (a) To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for personal, charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- (b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 on the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) The corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (e) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (g) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
- (i) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not 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.

### **ARTICLE III: MEMBERSHIP**

In general, membership of J-Tech Industries Incorporated shall be composed of anyone interested in promoting computer services and inter-agency cooperation within the South Florida area and adjacent areas of Florida.

(1) Membership entitles the member to participate fully in all J-Tech Industries activities.

Membership shall be for public, academic and other agencies operating autonomously in support of the dissemination of information and interested in extending services through public cooperation. Each member shall have one vote on all policy matters which shall be cast by the Chief Executive Officer (CEO) or his/her delegate. In the event of an expected absence of a reasonably extended period, the CEO shall name his/her delegate in writing to the Secretary.

(2) New membership may be awarded to a qualifying entity. The qualifying entity shall submit a written request for membership to the Secretary. Any new membership must be approved by a majority vote of the Board.

(3) Termination of membership.

(a) Any member may terminate its membership by submitting its written resignation to the Secretary. Such resignation shall become effective at the end of the fiscal year.

(b) Except as otherwise permitted by the Board of Directors in special cases, the resignation of the membership shall not relieve such member from the obligation to discharge all financial commitments due J-Tech Industries Incorporated.

### **ARTICLE IV: TERM OF EXISTENCE**

The term of existence of the corporation is perpetual.

### **ARTICLE V: SUBSCRIBERS**

The names and residences of the subscribers to these articles are:

#### **NAME ADDRESSES**

Jeffrey A. Miller, President / CEO - 26563 SW 122 Pl, Princeton, FL 33032

Tiffany R. Miller, Vice-President - 26563 SW 122 Pl, Princeton, FL 33032

Cory T. Miller, Secretary / Treasurer - 26563 SW 122 Pl, Princeton, FL 33032

### **ARTICLE VI: OFFICERS. ELECTION**

The affairs of the corporation are to be managed by the officers of the corporation who shall be elected by the Board of Directors (hereinafter referred to as the Board) at the annual general meeting.

### **ARTICLE VII: OFFICERS**

The officers shall be a president, vice-president (president-elect), a secretary, a treasurer and such other officers as may from time to time be determined by the Board.

The names of the persons who are to serve as officers of the corporation are:

#### **NAME ADDRESS**

Jeffrey A. Miller, President / CEO - 26563 SW 122 Pl, Princeton, FL 33032

Tiffany R. Miller, Vice-President - 26563 SW 122 Pl, Princeton, FL 33032

Cory T. Miller, Secretary / Treasurer - 26563 SW 122 Pl, Princeton, FL 33032

### **ARTICLE VIII: BOARD OF DIRECTORS**

(1) The officers of J-Tech Industries Incorporated. will form the Board of Directors.

(2) The Board shall direct the affairs of J-Tech Industries Incorporated and shall decide all matters of official policy.

(3) The names and addresses of the persons who serve on the Board until the first annual meeting of the Corporation are:

Jeffrey A. Miller, Chairman, 26563 SW 122 Pl, Princeton, FL 33032

Tiffany R. Miller, 26563 SW 122 Pl, Princeton, FL 33032

Cory T. Miller, 26563 SW 122 Pl, Princeton, FL 33032

## ARTICLE IX: BYLAWS

The Board of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

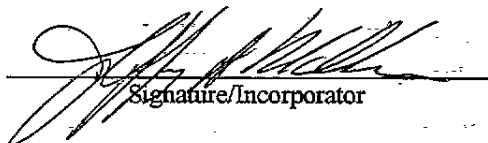
By-Laws may be made, altered or rescinded at a regular meeting of the Board by a majority vote provided the Board members receive a draft of the proposed change(s) in the By-Laws ten days in advance of that meeting.

## ARTICLE X: AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation and adopted by a two-thirds (2/3) vote of the Board present at a regular meeting.

## ARTICLE X: REGISTERED AGENT

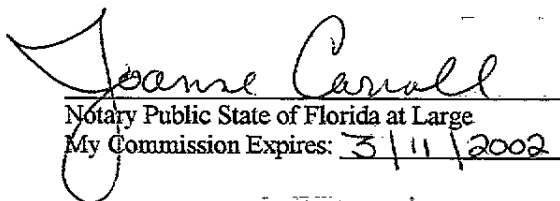
I, Jeffrey A. Miller, am familiar with and accept the duties and responsibilities of Registered Agent.

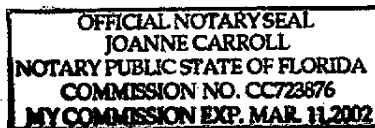
  
Signature/Incorporator

6-30-98  
Date

STATE OF FLORIDA  
COUNTY OF DADE

I hereby certify that on this day of before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared the above, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

  
Notary Public State of Florida at Large  
My Commission Expires: 3/11/2002



FILED  
98 JUL -6 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA