

N 96000005866

LAW FIRM
POTTS & TROWBRIDGE
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATION

2300 N Street, N.W.
Washington, D.C. 20037-1128
202.663.8000

EMPLOYER IDENTIFICATION NUMBER 11-611111

October 30, 1996

By Federal Express

Florida Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: The Technology Foundation, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for The Technology Foundation, Inc. Please accept these articles on behalf of our client. I have also enclosed a check in the amount of \$122.50 in payment of the filing fee, the registered agent designation and a certified copy of the articles. Please return a certified copy of the articles to my attention at the above address as soon as they are available.

Thank you very much for your prompt attention in this matter.

If you have any questions, please call me (collect) at (202) 663-8591.

Sincerely,

Lily Vaughan

Lily Vaughan
Legal Assistant

Enclosure

cc: Michele M. Huhnke, Esq.

23467
11/18/96
11/18/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1996

LILY VAUGHAN
2300 N ST NW
WASHINGTON, DC 20037-1128

SUBJECT: THE TECHNOLOGY FOUNDATION, INC.
Ref. Number: W96000023469

We have received your document for THE TECHNOLOGY 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00050787

SHAW PITTMAN
POTTS & TROWBRIDGE
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2300 N Street, N.W.
Washington, D.C. 20037-1128
202.663.8000
Facsimile 202.663.8007

New York
Virginia

November 14, 1996

By Federal Express

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Pamela Hall, Document Specialist

Re: The Technology Foundation, Inc. - Ref. Number: W96000023469

Dear Ms Hall:

Pursuant to your letter dated November 5, 1996, we have amended the last page (the signature page) of the articles of incorporation for The Technology Foundation, Inc. (the "Company"), to include the acceptance by the registered agent to serve as registered agent of the Company.

If you should have any questions, or need further information please do not hesitate to call me at (202) 663-8591.

Sincerely,



Lily Vaughan
Legal Assistant

Enclosure

cc: Michele M. Huhnke, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE TECHNOLOGY FOUNDATION, INC.**

The undersigned, a natural person over the age of eighteen (18) years, acting as the incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be The Technology Foundation, Inc. (the "Corporation").

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of the Corporation shall be:

One Alhambra Plaza
Suite 620
Coral Gables, Florida 33134.

ARTICLE III
Purposes

The Corporation is organized and shall be operated exclusively for any or all charitable, scientific, literary, educational or religious purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and exempt it from federal income tax under section 501(a) of the Code. The Corporation shall accomplish such purposes by

(a) collecting contributions in the form of cash and used computers and computer-related equipment such as printers (together, the "Equipment"), (b) refurbishing and repairing the Equipment to make it serviceable, and (c) distributing the refurbished and repaired Equipment at no charge to schools, social welfare agencies, organizations dedicated to helping the poor and the underprivileged, needy individuals and similar recipients. The Corporation shall perform such other acts as may be considered necessary or beneficial in furtherance of its purposes.

ARTICLE IV
Manner of election of directors

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors of the Corporation (the

"Board"). The members of the Board shall be elected as provided in the bylaws of the Corporation.

ARTICLE V
Limitation of corporate powers

The Corporation shall have all powers allowed to nonprofit corporations generally under the laws of the State of Florida.

ARTICLE VI
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Paul D. DeStefanis
One Alhambra Plaza
Suite 620
Coral Gables, Florida 33134

ARTICLE VII
Incorporator

The name and the street address of the incorporator for these articles of incorporation is:

Paul D. DeStefanis
One Alhambra Plaza
Suite 620
Coral Gables, Florida 33134

ARTICLE VIII
Shares of stock

The Corporation shall have no authority to issue shares of stock.

ARTICLE IX
Members

The Corporation shall have no members.

ARTICLE X
Special limitations

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, employees or any other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to, or for the benefit or on behalf of, the Corporation, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- B. No loans shall be made by the Corporation to any director, officer or employee of the Corporation or any spouse, sibling or child of any such individual.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify the Corporation as a corporation described in section 501(c)(3) of the Code.
- D. The 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.
- E. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.
- F. The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code.
- G. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

- H. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
- I. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.
- J. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- K. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Florida or any other jurisdiction where any of its activities are conducted.
- L. The Corporation shall not possess or exercise any power or authority, or engage in, either directly or indirectly, any activity that would pose a substantial risk of preventing it at any time from qualifying and continuing as a corporation described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code.

ARTICLE XI
Dissolution

The assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefor;
- B. Any assets held on the conditions that they be returned, transferred or conveyed upon dissolution, and not be made available to satisfy the general liabilities and obligations of the Corporation, shall be disposed of in accordance with such conditions; and
- C. All remaining assets of every nature and description whatsoever, shall be distributed, in accordance with the general law of the State of Florida, to one or more charities described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code, each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding the distribution, provided, however,

that such charity or charities must engage in activities substantially similar to those of the Corporation.

ARTICLE XII
No discrimination

The Corporation shall not discriminate on the basis of race, color, national origin, age, gender, creed or religion.

ARTICLE XIII
Internal Revenue Code references

Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter (and the Regulations established pursuant thereto) as it may now exist or as it may be hereafter amended or succeeded to, and to any corresponding provision or any future United States Internal Revenue Law or Regulation established pursuant thereto.

ARTICLE XIV
Amendments

The Board shall have the power to amend these Articles by the affirmative vote of a majority of the directors then in office, and by filing Articles of Amendment with the appropriate governmental offices.

ARTICLE XV
Indemnification

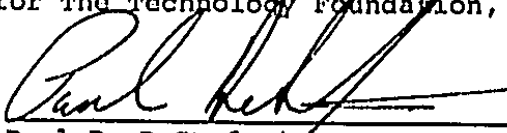
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The Corporation shall indemnify the directors and officers of the Corporation as and to the maximum extent allowed by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation this 16th day of September, 1996.

I, hereby am familiar with and accept the duties and responsibilities as registered agent for The Technology Foundation, Inc.


Paul D. DeStefanis
Incorporator/Registered Agent