

ARTICLES OF INCORPORATION
OF
THE TALLAHASSEE SCIENTIFIC SOCIETY,
INCORPORATED

A Corporation not for Profit

We, the undersigned, for the purpose of forming a Corporation not for profit under the Laws of the State of Florida, Florida Statutes 617, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The Name of the Corporation is The Tallahassee Scientific Society, Incorporated - a corporation not for profit.

ARTICLE II - PURPOSE

A. The Purpose for which this Corporation is formed is:

To catalyze the dissemination of knowledge regarding, and public awareness of, science and technology, in Tallahassee and its environs.

B. To accomplish the foregoing purpose, the corporation shall carry out the following activities:

1. Organization, promotion and participation in activities involving science and technology.
2. Provision of a forum in which professional scientists and technologists may review and discuss developments in their respective fields of endeavor.
3. Provision of assistance in every possible way with the education of school students in scientific subjects.
4. Provision of a point of reference for information and expertise in the several facets of science and technology.
5. Recognizing and rewarding outstanding achievements in science and technology in Tallahassee and its environs.
6. Any other activity consistent with the foregoing and with the purpose of the Corporation, subject to the provisions of Section 501(c)(3) and 107(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III - MEMBERS

The first Members of the Corporation shall be the persons subscribing to these Articles of Incorporation. Membership in the Corporation shall be open and granted to all persons and organizations exercising an interest in science and technology, in such capacities and categories, and in such manner and on such terms, as may be determined by Bylaws.

ARTICLE IV - TERM

This Corporation shall have perpetual existence.

ARTICLE V - SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles of Incorporation are:

1. Penny Gilmer, Ph.D.
2. Bill Green, Ph.D.
3. Al Hall, P.E.
4. Michael Kasha, Ph.D.
5. Hugh Lunan, Ph.D.
6. James O'Brien, Ph.D.
7. Kirby Palm, P.E.
8. Don Wood, M.S.

These subscribers shall form the initial Directors of the Corporation.

ARTICLE VI - OFFICERS

The affairs of the Corporation are to be managed by the following Officers:

President
One or more Vice Presidents
Secretary
Treasurer

and such other Officers as may be provided for in the Bylaws. Officers shall be elected by the members at the Annual General Meeting of the Corporation, and shall serve until their successors are elected.

The names of the Initial Officers of the Corporation, who are appointed by the Directors to serve until the first election of Officers under these Articles, are:

President	- Al Hall
Vice President	- Michael Kasha
Secretary	- Kirby Palm
Treasurer	- Penny Gilmer

ARTICLE VII - DIRECTORS

The number of Directors of the Corporation may be varied from time to time as provided for in the Bylaws, but at no time shall it be less than six (6).

The names and addresses of the initial Directors of the Corporation are:

Penny Gilmer, Ph.D.

Bill Green, Ph.D.

Al Hall, P.E.

Michael Kasha, Ph.D.

Hugh Lunan, Ph.D.

James O'Brien, Ph.D.

Kirby Palm, P.E.

Don Wood, M.S.

ARTICLE VIII - REGISTERED ADDRESS AND AGENT

The initial address of the Registered Office of the Corporation shall be:

c/o Mrs. Angela Morrison,
Hopping, Boyd, Green and Sams,
123 South Calhoun Street,
Tallahassee, Florida 32301.

The Registered Agent of the Corporation shall be:

Mrs. Angela Morrison,
c/o Hopping, Boyd, Green and Sams,
123 South Calhoun Street,
Tallahassee, Florida 32301.

ARTICLE IX - SEAL

The Corporation shall adopt a Corporate Seal meeting the requirements of governing Law.

ARTICLE X - BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time in the manner provided for therein.

ARTICLE XI - INDEMNITIES

The liability of the Corporation's Officers, Directors, Employees and Agents is limited.

The Corporation shall have the power to fully indemnify its Officers, Directors, Employees and Agents as provided for in Florida Statutes Chapter 607. The determination regarding indemnity, as required by these Statutes, shall be made by the Directors.

ARTICLE XII - DISSOLUTION OF THE CORPORATION

In the event that this Corporation shall be dissolved and its affairs brought to a close, the assets of the Corporation shall be distributed exclusively to such charitable, scientific or educational organization which would at that time qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, as the Directors in their complete discretion at the time of such dissolution shall determine.

ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a two-thirds majority vote of the members present and voting at any meeting, provided that notice of the proposed action was included in the notice of the meeting not less than one month before the meeting.

IN WITNESS WHEREOF, we, the undersigned, have executed and acknowledged these Articles of Incorporation for the Tallahassee Scientific Society, Incorporated, this 20th day of September, 1990.

/s/ Penny Gilmer

Bill Green

Al Hall

Michael Kasha

Hugh Lunan

James O'Brien

Kirby Palm

Don Wood