

**REVISED ARTICLES OF INCORPORATION OF THE FLORIDA INSTITUTE FOR HUMAN
AND MACHINE COGNITION, INC.**

Article I. Name

The name of the corporation is the Florida Institute for Human and Machine Cognition Inc.

Article II. Business Address

The principal place of business and mailing address of the corporation is 40 South Alcaniz Street, Pensacola, Florida 32501.

Article III. Purpose

This not-for-profit corporation is organized under the laws of the State of Florida pursuant to s. 1004.447 F.S. exclusively as an information-technology related research organization for research, education, scientific advancement, and economic development.

This corporation shall be operated in compliance with the specific provisions of its enabling legislation and the provisions of Chapter 617, F.S.

Article IV. Duration

The corporation shall have perpetual duration.

Article V. Tax Exemption Requirements

A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under [section 501\(c\)\(3\) of the Internal Revenue Code](#) or by a corporation, contributions to which are deductible under [section 170\(c\)\(2\) of the Internal Revenue Code](#).

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

Article VI. No Members

The corporation shall have no members.

Article VII. Registered Office and Agent

The street address of the initial registered office of the corporation is: 40 South Alcaniz Street, Pensacola Florida 32501. The name of the original registered agent at such address is Julie L. Sheppard, Esq.

Article VIII. Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a board of directors. The number of directors of the corporation shall be fifteen (15). The directors named in these articles as the first board of directors were appointed for a set initial term under the provisions of s. 1004.447 (5), F.S.

Annual meetings shall be held at 9:00 a.m. on August 1 of each year at the principal office of the corporation or as such other places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all the Directors of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

Carol H. Carlan
President of the West Panhandle Area
Wachovia Bank
21 East Garden Street
Pensacola Florida 32501

Dr. John Cavanaugh
President
University of West Florida
11000 University Parkway
Pensacola, Florida 32514

John Delaney
President
President's Office
University of North Florida
4567 St. John's Bluff Road South
Jacksonville FL 32224

Eugene Franklin
Sun Set Mortgage Company
5553 Shadow Grove Blvd
Pensacola, Florida 32526

Tim Goldfarb
Chief Executive Officer
Shands Health Care
PO Box 100326
Gainesville Florida 32610-0326

Charles C. "Chris" Hart
One Eighty Consulting
200 W. College Ave
Tallahassee, FL 32301

Dr. Terry L. Hickey
Provost & Vice President for Academic Affairs
University of Central Florida
Millican Hall room 311
University of Central Florida
Orlando Florida 32816-0065

Hal Hudson
2109 Bayou Blvd.
Pensacola, Florida 32501

Bev Kitaoka
Senior Vice President
SAIC Applied Software Systems Engineering Company
12479 Research Parkway
Orlando Florida 32826

Dr. Larry F. Lemanski
Vice President for Research & Graduate Studies
Florida Atlantic University
777 Glades Road
Boca Raton Florida 33431

Collier Merrill
President
Merrill Land Company
PO Box 710
226 South Palafox Street 6th Floor
Pensacola Florida 32501

Eric Nickelsen
Partner, John S Carr & Co
17 West Cedar Street Suite 3
Pensacola Florida 32503

Jim Reeves
Reeves and Davis
730 Bayfront Parkway Suite 4
Pensacola, Florida 32501

Pam Bilbrey
1717 North E Street
Suite 320
Pensacola, Fl 32501

Ray Russenburger
CEO
Network Telephone
PO Box 12063
Pensacola Florida 32590

Article IX. Incorporators

The names and address of the incorporators are:

Ken Ford, 40 South Alcaniz Street, Pensacola Florida 32501.

Julie Sheppard, 40 South Alcaniz Street, Pensacola Florida 32501.

Article X. Officers

The board of directors shall elect the chair, vice-chair and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Carol Carlan, Chair

Ken Ford, Chief Executive Officer

Article XI. Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617, F.S. concerning corporation action that must be authorized or approved by the directors of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

Article XII. Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, or officer thereof or to the benefit of any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose or purposes set forth in Article II herein.

Article XIII. Dissolution

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the University of West Florida Foundation, Inc. which is organized and operated exclusively for the purposes set forth in Article III herein, and exempt from taxation under section 501 (c) (3) of the Internal Revenue Code; however, if the named recipient is not in existence, or is not a qualified distributee, or is unwilling or unable to accept this distribution, then the assets of this organization shall be distributed to a fund, foundation or organization organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code.

Article XIV. Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of two-thirds of a quorum of directors of the corporation.

Article XV. Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the bylaws.

Article XVI. Responsibilities of Corporation

(a) FIHMC and any approved subsidiary shall provide equal employment opportunities for all persons regardless of race, color, religion, gender, national origin, age, disability, or marital status.

(b) FIHMC and any approved subsidiaries are subject to the public records and public meetings requirements of Section 24, Article 1 of the Florida Constitution along with the applicable exemptions set forth in Chapter 119, Florida Statutes.

(c) FIHMC shall insure that all of its officers, directors, and employees and those of any approved subsidiaries are governed by the code of ethics for public officers and employees as set forth in Part III of Chapter 112, Florida Statutes.

(d) FIHMC will insure that all of its Directors are responsible for the prudent use of all public and private funds and that the use of all funds is in accordance with all applicable laws, bylaws, and contractual requirements.

(e) The fiscal year of the corporation is from July 1 to June 30.

Approved by the Board of Directors of the Florida Institute for Human and Machine, Inc. this 25th day of June, 2004.

Chair