

**ARTICLES OF INCORPORATION**  
**OF**  
**TECHNOLOGY AFFINITY GROUP, INC. (“TAG”)**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is TECHNOLOGY AFFINITY GROUP, INC. (“TAG”) (hereinafter called the “Corporation”).

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The address of the principal office of the Corporation shall be c/o Mr. Jorge Martinez, John S. and James L. Knight Foundation, Wachovia Financial Center, Suite 3300, 200 South Biscayne Boulevard, Miami, Florida 33131-2349, and the mailing address shall be c/o Lisa Dill Pool, 23 Briar Road, Wayne, PA 19087.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 150 SE 2<sup>nd</sup> Avenue, Suite 709, Miami, Florida 33131 and the name of the initial registered agent at that address is Roderick N. Petrey.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

This Corporation is formed:

(1) exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, to have and exercise all rights and powers in furtherance of its purposes as are or may

hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth above. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publishing of or distributing of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law

#### ARTICLE V

#### MEMBERSHIP

This Corporation's members shall be organizations, not individuals, who qualify as organizations that have a connection to a foundation, a not for profit organization, or a not for profit sector technology provider organization. The requirements, classes, duties and privileges of membership shall be specified in the Bylaws of the Corporation.

#### ARTICLE VI

#### BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The number of directors shall not be less than three (3) persons as required by Florida law, but shall otherwise be fixed in the Bylaws of the Corporation. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

Timothy Dechant  
W. K. Kellogg Foundation  
One Michigan Avenue East  
Battle Creek, MI 49017

Robert Lukitsch  
The McCune Foundation  
750 Six PPG Place  
Pittsburgh, PA 15222

David Binder  
Robert Wood Johnson Foundation  
College Road East and Route 1  
Princeton, NJ 08543

Deleted: One

Mark Bolgiano  
Council on Foundations  
1828 L Street, Suite 300  
Washington, DC 20036

Marla Bolotsky  
The Arlington Group  
1750 Old Meadow Road, Suite 200  
McLean, VA 22102

Deleted: ,

Gavin Clabaugh  
Charles Stewart Mott Foundation  
Mott Foundation Building  
503 S. Saginaw Street, Suite 1200  
Flint, MI 48502

Deborah Close  
Doris Duke Charitable Foundation  
650 5th Avenue, 19th Floor  
New York, NY 10019

Thomas Nall  
Houston Endowment, Inc.  
600 Travis, Suite 6400  
Houston, TX 77002-3003

Craig Nuechterlein  
Greater Milwaukee Foundation  
1020 N Broadway  
Milwaukee, WI 53012

### **Emeritus Board Members**

Jorge Martinez

John S. and James L. Knight Foundation  
200 South Biscayne Blvd, Suite 3300  
Miami, FL 33131

Matthew Sharp  
David and Lucile Packard Foundation  
300 Second Street, Suite 200  
Los Altos, CA 94022

## ARTICLE VII

### DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the termination, dissolution or winding up of this Corporation in any manner for any reason, its assets, if any, remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation, as determined by the Board of Directors, which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE VIII

### DURATION

The Corporation shall exist perpetually.

## ARTICLE IX

### AMENDMENTS

A two-thirds vote of the Board of Directors present in person at a meeting of the Board may amend the Articles of Incorporation.

## ARTICLE X

### BYLAWS

The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a two-thirds vote of the Board of Directors present in person at a meeting of the Board.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

Roderick N. Petrey, Esq.

150 SE 2<sup>nd</sup> Avenue, Suite 709

Miami, Florida 33131.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Roderick N. Petrey, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That TECHNOLOGY AFFINITY GROUP, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at John S. and James L. Knight Foundation, Wachovia Financial Center, Suite 3300, 200 South Biscayne Boulevard, City of Miami, County of Miami-Dade, State of Florida 33131, has named Roderick N. Petrey, whose address is 150 SE 2<sup>nd</sup> Avenue, Suite 709, City of Miami, County of Miami-Dade, State of Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

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Roderick N. Petrey, Registered Agent