

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of TAMPA IBM USERS GROUP, INC., a corporation organized under the laws of the State of Florida, filed on March 20, 1984, as shown by the records of this office.

The document number of this corporation is N02048.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
3rd day of October, 1991.



CR2EO22 (2-91)

A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
TAMPA IBM USERS GROUP, INC.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:
TAMPA IBM USERS GROUP, INC.

ARTICLE II

Purposes

The purposes for which this corporation is organized and shall be operated are:

(a) (1) This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, among other things, educational purposes regarding computers in general and International Business Machines (IBM) computers in particular. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain charitable, educational, scientific and medical research activities, agencies, and institutions, and the aid of any such activities, agencies, and institutions already established and any other means, persons, or agencies which, from time to time, shall seem expedient to its members or directors and which shall further the said purposes.

(2) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal

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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 charitable, scientific or educational purposes either directly or by contributions to organizations exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder.

(b) No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no member, director, officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this 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) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify for the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder; and no member, director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE III

Powers

This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons as may from time to time be elected and admitted to membership by the Board of Directors of this corporation in accordance with the provisions of the By-laws of this corporation.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Subscribers

<u>Name</u>	<u>Residence</u>
Lawrence Strominger	311 Como, #207 Tampa, Florida 33606
William Israel	318 East Shore Drive Oldemar, Florida 33557
Gertrude P. Barkin	1605 Culbreath Isles Drive Tampa, Florida 33609

ARTICLE VII

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 311 Como, #207, Tampa, Florida 33606, and the initial

registered agent of this corporation at such office shall be Lawrence Strominger. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected by the members of this corporation as provided in the By-laws and by officers who shall be elected by the Board of Directors and who shall be members of this corporation. The officers thus to be elected shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as may be provided for in the By-laws of this corporation. Two or more offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be provided in the By-laws.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the By-laws of this corporation. The number shall not be less than three nor more than fifteen. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida. Directors shall be members of this corporation.

ARTICLE IX

Officers

The names and addresses of the officers of this corporation who, subject to these Articles and the By-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the Directors of this corporation for the

election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Lawrence Strominger	President	311 Como, #207 Tampa, Florida 33606
William Israel	Vice- President	318 East Shore Drive Oldsmar, Florida 33557
Gertrude P. Barkin	Secretary/ Treasurer	1605 Culbreath Isles Drive Tampa, Florida 33609

ARTICLE X

Directors

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the By-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, or until an election is held by the members for the election of permanent directors, or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Lawrence Strominger	311 Como, #207 Tampa, Florida 33606
William Israel	318 East Shore Drive Oldsmar, Florida 33557
Gertrude P. Barkin	1605 Culbreath Isles Drive Tampa, Florida 33609

ARTICLE XI

By-Laws

The By-laws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to

the By-laws shall have been mailed by the Secretary to all of the members of the Board of Directors at least ten (10) days before the meeting.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of this corporation present at any meeting of the members duly called and convened; provided, however, that unless ten (10) days advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting, these Articles may be amended only by resolution adopted by a two-thirds vote of the members present at such meeting.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 10 day of January, 1967.

L. Stronginger
LAWRENCE STRONGINGER

William Israel
WILLIAM ISRAEL

Gertrude P. Barkin
GERTRUDE P. BARKIN

Jean Lorraine West 7/10/67

Notary Public, State of Florida at Large
My Commission Expires Mar 3, 1968

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 10 day of
January, 1964, personally appeared Lawrence Strominger,
William Israel and Gertrude P. Barkin to me well known to be the
persons described in the foregoing Articles of Incorporation and
who signed the foregoing Articles of Incorporation and acknowl-
edged to me that they executed the same freely and voluntarily
for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Jean Ferraine West
Notary Public


My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Mar 3 1964

TAMPA IBM USERS GROUP, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

LAWRENCE STROMINGER, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 10 day of January, 1983.


LAWRENCE STROMINGER

MAR 29 10 31 AM '84
SECRETARY OF STATE

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BYLAWS OF THE TAMPA PC USERS GROUP, INC

PREAMBLE

Articles of Incorporation of TAMPA USERS GROUP, INC., were filed with the Secretary of State of the State of Florida on March 20, 1984, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida. The document number of this corporation is N02048.

This corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, among other things, educational purposes regarding personal computers.

ARTICLE I. MEMBERSHIP:

1. Membership is open to the general public provided that they are eighteen (18) years of age or older; ownership of a personal computer is not a requirement for membership. There shall be three types of membership: 1) Full, 2) Family, and 3) Special.

2. A full member is a person in paid dues status and is hereinafter referred to as a member.

3. A family membership shall be those persons in the same household in paid dues status. Except that only one news-letter will be sent to the household, each person in the household shall be deemed a full member.

4. Special memberships shall be conferred by the Board of Directors. Such memberships may include, but are not limited to, members making a significant contribution to the mission of the corporation.

5. Membership shall be for one year and shall commence from the date that dues and an application for membership is submitted to the treasurer; or from the postmarked date of dues and applications received through the mail which shall be referred to as the anniversary date of membership except that a postmark of February 29 shall be deemed to be March 1 for this purpose.

6. Membership shall terminate one year after the anniversary date of membership except for resignation or expulsion.

7. Renewal of membership submitted with the payment of dues shall extend the anniversary date of membership by one year provided that the renewal is made prior to the end of the membership year or within a sixty (60) day period after the membership year.

ARTICLE II. DIRECTORS AND OFFICERS

A. The affairs of this corporation shall be managed by a Board of Directors who shall be elected by the members of this corporation and by officers who shall be elected by the Board of Directors and who shall be members of this corporation. The president of the corporation shall chair the Board of Directors. The Board of Directors shall elect members to complete the term of any office that becomes vacant.

B. The officers elected by the membership shall be:

- President
- Vice President
- Secretary
- Treasurer
- Member at large

C. The officers elected by the Board of Directors shall be:

- Education Officer
- Newsletter Editor
- Bulletin Board System Operator
- Librarian

D. The term of office of elected officers shall be from the January meeting of any year until the January meeting of the following year; the incumbents shall continue to hold office until their successors are elected.

E. The duties of the officers are:

1. President: The president shall foster and promote direction, leadership, education, and organizational goals. The president shall act as the legal head and chief administrative officer; exercise supervision of the corporation and its activities; represent and speak for the organization; preside at meetings of the members; appoint and discharge committees; sign letters or documents necessary to carry out the mission of the organization; and preside as the chair of the Board of Directors.

2. Vice President: The vice president shall assume the duties of the president in the event the president is absent or incapacitated or at the request of the president and becomes president on the death, resignation, or permanent incapacity of the president.

3. Secretary: The secretary shall serve as the chief recording and correspondence officer and the custodian of the records of the corporation. The secretary shall take such steps as necessary to prepare and certify the correctness of member and Board of Directors meeting minutes; preserve all records, reports, and official documents of the corporation except for those specifically assigned to the custody of others; sign official documents to attest to their authenticity; and carry on the official correspondence of the corporation as directed, except for those matters assigned to other officers.

4. Treasurer: The treasurer is responsible for the collection of funds, their safe deposit, and the expenditure of all funds for the organization; and for keeping an accurate

record of the collections and expenditures. The treasurer shall submit a report at the Board of Directors meeting and prepare an annual report to the members. The treasurer shall issue payments for bills submitted to the corporation.

5. Member at large: The member at large shall serve in the capacity of an ombudsman for the members of the organization; propose a slate of candidates for the offices of president, vice president, secretary, and treasurer; and perform such other duties as requested by the president. The member at large shall, to the best of one's ability, be accessible to the members and to bring to the attention of the Board of Directors those matters that the members do not wish, for whatever reason, to bring to the floor of the meeting.

6. Editor: The editor shall be responsible for the publication and distribution of the organization's newsletter to members and other organizations as directed by the president. The newsletter shall include, to the extent possible, the date and time of the meeting of members, the agenda, the minutes of the prior meeting, the roster of officers, and any information deemed informative and necessary for the corporation.

7. Bulletin Board System Operator (SysOp): The SysOp shall be responsible for the maintenance and government of a telecommunication system for the benefit of the members. The SysOp shall, to the extent possible, ensure that: the bulletin board system (BBS) is governed in such fashion that only members in good standing shall have access; guest callers shall have limited access as determined by the SysOp; files available to BBS users be public domain or shareware files and in good taste; notices of meetings, roster of officers, and other items of interest shall be posted; members accessing the BBS adhere to the posted rules and regulations governing such access; and shall make recommendations for improvement of any and all services pertinent to the BBS.

8. Librarian: The librarian shall be responsible for maintaining a library of computer diskettes of various public domain and shareware files. The librarian shall cause to be placed on the bulletin board system list files that describe the files available in the library.

9. Education Officer: The education officer shall conduct or assist in the establishment of various training sessions or the publication in the newsletter or other electronic media of such material as is deemed by the Board of Directors to be of benefit to the membership.

ARTICLE III. MEETINGS:

1. Regular meetings of the corporation shall be held monthly at such time and place as decided by the Board of Directors who shall notify members through a notice printed in the newsletter.

2. The meetings of the Board of Directors shall be at the discretion of the chair who shall specify the time and place of such meetings and the manner of notice to the directors.

3. Meetings of committees and special interest groups shall be at the discretion of the presiding officer of these committees and groups who shall specify the time and place of such meetings and the manner of notice to the members of these gatherings.

ARTICLE IV. VOTING:

1. Voting on normal matters during a meeting of the members shall be by a majority of the members present.
2. Voting on candidates for election; the amendment of the bylaws; the discipline, suspension, expulsion or removal of any officer or member; shall be by a two-thirds majority of the members present provided that at least one-tenth of the membership is present for the vote.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS:

1. The member at large officer, with the advice and consent of the Board of Directors, shall propose a slate of candidates for the offices of: president, vice president, secretary, treasurer, and member at large. The slate of candidates shall be presented at the October meeting and shall be published in the newsletter.
2. Any member may nominate any other member for office.
3. Nominations from the members present shall be taken at the October and November meetings.
4. The election of officers shall be held during the annual meeting in December.

ARTICLE VI. DUES:

1. Dues for the various types of membership shall be determined by the Board of Directors and shall be based on anticipated expenses.
2. Dues shall be paid in advance on a yearly basis.

ARTICLE VII. DISCIPLINE, REMOVAL, OR RESIGNATIONS:

1. Any matter relating to the discipline, suspension, expulsion or removal of any officer or member shall be reviewed by the Board of Directors. It shall then present its findings at the earliest possible meeting of the members who shall decide the issue by vote.
2. The resignation of an officer may be made at any meeting of the corporation.

ARTICLE VIII. NEWSLETTER:

1. The name of the newsletter shall be: Bits of Blue.
2. The newsletter shall be the official organ of the corporation.
3. The newsletter shall to the extent possible be published monthly and a copy shall be distributed to each member.
4. The newsletter shall contain meeting minutes, notices of meetings and events, a list of officers, and other articles deemed to be of benefit and interest to the members.

ARTICLE IX. BULLETIN BOARD SYSTEM:

1. The name of the Bulletin Board System (BBS) shall be: Bits of Blue.
2. The BBS shall actively encourage and promote the free exchange and discussion of information, ideas and opinions, except when the content would compromise the national security of the United States; violate proprietary rights, personal privacy, or applicable state, federal, or local laws and regulations affecting telecommunications; or constitute a crime or libel.
3. Members accessing the BBS shall use their lawful names, except that diminutives or derivations of first names is allowed; aliases shall not be used.
4. Members accessing the BBS shall be responsible for adherence to the rules and regulations of the BBS as posted in the pertinent Bulletins and/or other files and messages as posted by the SysOp.
5. Members who violate the BBS rules and regulations shall be given notice of such infractions by the SysOp; continued and/or repeated violations shall be just and sufficient cause for suspension or termination of member access at the discretion of the SysOp.
6. Commercial and shareware programs used by the BBS shall be registered in the name of the corporation.
7. Every user of the BBS shall explicitly acknowledge that all information obtained is provided "as is" without warranty of any kind, either expressed or implied, including, but not limited to the implied warranties of merchantability and fitness for a particular purpose and that the entire risk of acting on information obtained from this BBS, including the costs of all necessary remedies, if with those who choose to act on such information and not the SysOp nor the Bulletin Board System.

ARTICLE X. BYLAWS AND THEIR AMENDMENT:

1. The president shall: maintain the bylaws; provide for their dissemination to the members; provide for their currency of issue; and shall ensure that they are in conformance with the articles of incorporation and the mission of the corporation.
2. Any member at a meeting may offer an amendment to the bylaws by stating the proposed amendment and giving a copy of it to the secretary. The Board of Directors shall review the proposed amendment and at the earliest practical meeting shall offer its recommendations. The proposed amendment shall be decided by a vote of the members.

(bylaws.pcu)