ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I   NAME

The name of this corporation shall be **Seven Hills Regional Usergroup for GIS, Inc.;** hereafter referred to as **SHRUG**.

ARTICLE II   PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

> **City of Tallahassee**
> **ATTN: Jay Johnson**
> **300 S. Adams Street A6**
> **Tallahassee, FL 32301**

ARTICLE III   PURPOSE

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, SHRUG shall form an alliance of multidiscipline Geographic Information Systems (GIS) professionals and users focused in the Tallahassee regional area to promote and support the use of GIS.

ARTICLE IV   LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. **No part of the net earnings of the corporation, shall accrue to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf on the corporation;**
2. **No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and**

3. 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 of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or member of this corporation, or guarantee to any person the payment of a loan by an officer or member of this corporation.

ARTICLE V   MEMBERSHIP

Membership shall be open to all interested GIS professionals and users located in or conducting business in the Seven Hills Region.

ARTICLE VI   MANNER OF ELECTION

The corporation may (but need not) have voting members, and such membership shall be defined in the corporation's by-laws. The management and affairs of the corporation shall be at all times under the direction of the corporation's elected officers, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or officer shall have any right, title, or interest in or to any property of the corporation.

The corporation's officers shall include a President, Vice President, Secretary, and Treasurer. The officers will be elected and will hold office for a term of one year beginning on the first day of the calendar year. Nominations for elected officers shall be solicited from all members previous to each Fall Quarterly meeting via SHRUG's e-mail list service. Nominated members shall accept or decline the nominations at the Fall Quarterly meeting; nominated members or their proxy not present at the Fall Quarterly meeting to accept their nomination shall not be placed on the election ballot. Elections shall take place via SHRUG's e-mail list service during the month of November and ballots shall be open for a period of ten (10) workdays.

ARTICLE VII   DEBT OBLIGATION AND PERSONAL LIABILITY

No member or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or officers be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII   DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the officers, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of

section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX   INITIAL DIRECTORS/OFFICERS

The initial set of officers where elected from a Planning Committee to expedite the process of Incorporation. The initial officers shall remain in office until the end of the 2002 calendar year. The initial set of officers include:

President
    William Pollock

    Address

Vice President
    Patrick Pence
    DEP
    Address

Secretary
    Ruth Roaza
    URS
    Address

Treasurer
    Lee Hartsfield
    City of Tallahassee
    Address

ARTICLE X INITIAL REGISTERED AGENT

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

Jay Johnson
City of Tallahassee
300 S. Adams Street A6
Tallahassee, FL 32301

ARTICLE XI INCORPORATOR

The name and address of the Incorporator is:

Brian D. Pierce
1512 Breamstone Ridge
Tallahassee, FL   32312

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

_____   _____
Signature/Registered Agent   Date

_____   _____
Signature/Incorporator   Date

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