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SECTION ONE: ARTICLES AND BYLAWS

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# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

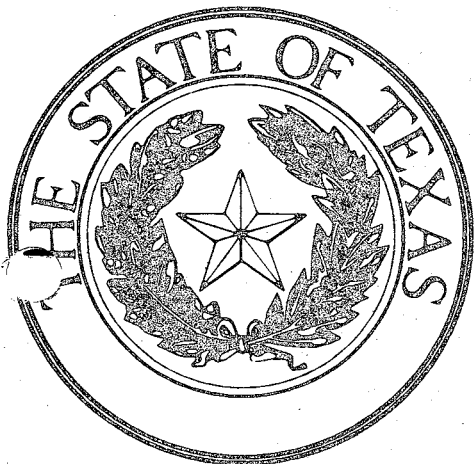
**THE ROBOT GROUP**

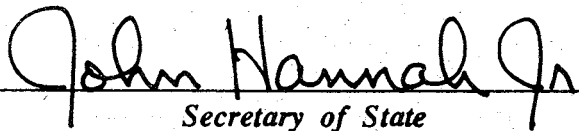
Charter No. 1253344

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated DEC. 17, 19 92.



  
Secretary of State

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# THE ROBOT GROUP

## ARTICLES OF INCORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

November 17, 1992

DEC 17 1992

Corporations Section

We, the undersigned natural persons over the age of 18, acting as incorporators, adopt the following Articles of Incorporation of THE ROBOT GROUP under the Texas Non-Profit Corporation Act.

1. The name of the corporation is THE ROBOT GROUP.
2. The period of its duration shall be perpetual.
3. THE ROBOT GROUP shall be a non-profit corporation in compliance with section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future United States federal tax code.
  - (a) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in I.R.S. Sections 501(h) and 4911), and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
  - (b) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations of the Internal Revenue Service as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the applicable regulations of the Internal Revenue Service as they now exist or as they may hereafter be amended.
  - (c) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations of the Internal Revenue Service as they now exist or as they may hereafter be amended.
  - (d) The corporation is organized pursuant to the Texas Non-Profit Corporation Act for non-profit purposes and does not contemplate pecuniary gain or profit.
4. The purpose of THE ROBOT GROUP shall be:
  - to promote excellence and innovation in the integration of advanced technology with the arts;
  - to provide a forum for interaction between artists and technologists;
  - to serve as a non-profit umbrella for and to secure funding for projects which explore the relationship between arts and technology;
  - to combat technophobia through educational outreach by staging public events and by involving youth in Robot Group projects as defined above.
5. The name of the Registered Agent of THE ROBOT GROUP shall be Alexander Iles. The address of the Registered Office of THE ROBOT GROUP shall be 6912 Chinook Drive, Austin, TX 78736.



6. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors of THE ROBOT GROUP shall be provided by the bylaws. The initial Board of Directors of THE ROBOT GROUP shall consist of three (3) persons. The number of directors may be increased or decreased by adoption or amendment of the Bylaws. In electing directors, members may be permitted to cumulate their votes by giving one (1) candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The initial Board of Directors of THE ROBOT GROUP shall be:

Alexander Iles, 6912 Chinook Drive, Austin, TX 78736

William J. Craig, 8404 Roan Lane, Austin, TX 78736

David Santos, 1000 Daniel Drive, Austin, TX 78703

The Board of Directors shall, as soon after incorporation as possible, hold an organizational meeting to adopt bylaws as presented by the Voting Membership and to conduct other business necessary for the upstart of the corporation.

7. THE ROBOT GROUP shall have three (3) classes of members as provided in the Bylaws of the corporation, and are generally described as follows:

- Charter Member: Any individual indicated within this document as an incorporator shall be a Charter Member.
- Voting Member: Any charter member, or any individual who is nominated by no less than two (2) members of, and approved by a majority of, the voting membership shall be a Voting Member. Voting Members are subject to removal due to death, resignation, nonmaintenance of dues, or determination of gross misconduct by a two-thirds (2/3) majority of the voting membership.
- Associate Member: Any member of the general public, upon maintenance of dues, shall be an Associate Member.

8. The names and street addresses of the Incorporators of THE ROBOT GROUP are as follows:

Gilbert Andrade  
2601 Penny Lane #301  
Austin, Texas 78758

Linda L. G. Brown  
6700 Cooper, #103  
Austin, Texas 78745

Brooks Edward Coleman  
1000 Daniel Drive  
Austin, Texas 78704

William J. Craig  
8404 Roan Lane  
Austin, Texas 78736

Glenn Roy Currie  
608 Garden Path Cove  
Round Rock, Texas 78664

Mark Dommers  
8016 Stillwood Lane  
Austin, Texas 78758

David Hutchings  
12705 Bullick Hollow Road  
Austin, Texas 78726

Alexander Iles  
6912 Chinook Drive  
Austin, Texas 78736

Vadim Anderson Konradi  
4004 North Hills Drive  
Austin, Texas 78731

John Lovgren  
11900 Millwright Parkway  
Austin, Texas 78750

Joseph Perez  
1100 Gunter  
Austin, Texas 78702

Karen E. Pittman  
10205 Aqua Azul Court  
Austin, Texas 78733

Charlene Sainsott  
Route 1 Box 20A  
Smithville, Texas 78957

Craig Sainsott  
Route 1 Box 20A  
Smithville, Texas 78957

David Santos  
1000 Daniel Drive  
Austin, Texas 78704

Timothy Sheridan  
2728 Rio Grande, #111  
Austin, Texas 78705

John K. Witham  
10205 Aqua Azul Court  
Austin, Texas 78733

Harry Bolch  
913 Mockingbird Drive  
Manhaca TX 78652

9. The corporation shall indemnify directors and officers of the corporation to the fullest extent required by Article 2.22A of the Texas Non-Profit Corporation Act and my indemnify directors, officers, employees and agents of the corporation to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act, subject in each case to the restrictions, if any, contained in the corporation's Articles of Incorporation. The corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of its directors, officers, employees and agents to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

WE, the undersigned, execute these Articles of Incorporation on the dates noted below, as Incorporators of THE ROBOT GROUP, and hereby commit to faithfully uphold the mission and structure of this incorporation as set forth within this document.

*Gilbert Andrade* 12/3/92 / *Linda L. G. Brown* 11/17/92  
Gilbert Andrade date Linda L. G. Brown date

*Brooks Edward Coleman* 11/17/92 / *William J. Craig* 11/19/92  
Brooks Edward Coleman date William J. Craig date

*Glenn Roy Currie* 11/19/92 / *Mark Dommers* 11/19/92  
Glenn Roy Currie date Mark Dommers date

*David Hutchings* 11/17/92 / *Alexander Iles* 11/17/92  
David Hutchings date Alexander Iles date

*Vadim Anderson Konradi* 12/3/92 / *John Lovgren* 12/3/92  
Vadim Anderson Konradi date John Lovgren date

*Joseph Perez* 12/7/92 / *Karen Pittman* 12/6/92  
Joseph Perez date Karen Pittman date

*Charlene Sainsott* 12/10/92 / *Craig Sainsott* 12/10/92  
Charlene Sainsott date Craig Sainsott date

*David Santos* 11-17-92 / *Timothy Sheridan* 11-19-92  
David Santos date Timothy Sheridan date

*John K. Witham* 12-3-92  
John K. Witham date

*H.B.P.* 12/10/92

# Bylaws of THE ROBOT GROUP

## I. Offices

The principal office of the corporation in the State of Texas will be located in the City of Austin, County of Travis. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

## II. Members

### A. Classes of Members

The corporation will have three (3) classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

1. Charter Member:

Any individual indicated within the Articles of Incorporation as an incorporator shall be a Charter Member.

2. Voting Member:

Any Charter Member, or any individual who is nominated by no less than two (2) members of, and approved by a majority of, the Voting Membership shall be a Voting Member. Voting Members are subject to removal due to death, resignation, non-maintenance of dues, or determination of gross misconduct by a two-thirds (2/3) majority of the Voting Membership.

3. Associate Member:

Any member of the general public, upon maintenance of dues, shall be an Associate Member.

### B. Voting Rights

Each Voting Member is entitled to one vote on each matter submitted to a vote of the members.

### C. Termination of Membership

The voting membership, by affirmative vote of two-thirds (2/3) of all of the voting members present at any regularly constituted or specially called meeting, may terminate the membership of any member for cause, or who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for a period of three months or more.

### D. Resignation

Any member may resign by filing a written resignation with the Board of Directors, but

## **Bylaws of THE ROBOT GROUP**

such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

### **E. Reinstatement**

Upon written request signed by a former member and filed with the corporation, the Voting Membership may, by the affirmative vote of two-thirds (2/3) of the Voting Members, reinstate the former member to membership upon such terms as the Voting Membership may deem appropriate.

### **F. Transfer of Membership**

Membership in this corporation is not transferable or assignable.

## **III. Meeting of Members**

### **A. Annual Meeting**

An annual meeting of the Voting Members will be called by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the Voting Membership as soon thereafter as convenient.

### **B. Special Meetings**

Special meetings of the members may be called by the Board of Directors, or by not less than one-tenth (1/10) of the Voting Membership.

### **C. Place of Meeting**

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be the registered office of the corporation; but if all of the members meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

### **D. Notice of Meetings**

Written notice stating the place, day and hour of any meeting of members will be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the

corporation, with postage thereon prepaid.

**E. Informal Action by Members**

Any action required by law to be taken at a meeting of the Voting Members, or any action which may be taken at a meeting of the Voting Members may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the members entitled to vote with respect to the subject matter thereof.

**F. Proxies**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**G. Quorum**

A majority of the Voting Membership will constitute a quorum for the transaction of business at any meeting of the Voting Membership; but if less than a majority of the Voting Members are present at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

**H. Manner of Acting**

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

**I. Voting by Mail**

Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by postal mail or by electronic means in such manner as the Board of Directors determines.

**IV. Board of Directors**

**A. General Powers**

The affairs of the corporation will be overseen by its Board of Directors. Directors need not be residents of the State of Texas or members of the corporation.

**B. Number, Tenure, and Qualifications**

The number of Directors will be three (3). Each Director will hold office until the next annual meeting of members and until his successor will have been elected and qualified.

**C. Regular Meetings**

A regular annual meeting of the Board of Directors will be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the board

## **Bylaws of THE ROBOT GROUP**

without other notice than such resolution.

### **D. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

### **E. Notice**

Notice of any special meeting of the Board of Directors will be given at least two days previously thereto each Director at his address as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### **F. Quorum**

A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **G. Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **H. Vacancies**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Voting Membership. A director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

### **I. Compensation**

Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

**J. Information Action by Directors**

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

**V. Officers**

**A. Officers**

The officers of the corporation will be a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers must be Voting Members of the corporation.

**B. Election and Term of Office**

The officers of the corporation will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor will have been duly elected and will have qualified.

**C. Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract if any, of the officer so removed.

**D. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**E. President**

The President will be the principal executive officer of the corporation and will in general supervise and control all of the business and affairs of the corporation. He will preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he will perform all duties incident to the office of President and such other duties as may be prescribed by the

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Board of Directors from time to time.

### **F. Vice President**

In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **G. Treasurer**

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determines. He will have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **H. Secretary**

The Secretary will keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under the seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **I. Assistant Treasurers and Assistant Secretaries**

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **VI. Committees**

### **A. Committees and Directors**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may



designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan of the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

**B. Other Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**C. Term of Office**

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**D. Chairman**

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. The chairman shall be a Voting Member of the corporation.

**E. Vacancies**

Vacancies in the membership in any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**F. Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the

## **Bylaws of THE ROBOT GROUP**

act of the committee.

### **G. Rules**

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **VII. Contracts, Checks, Deposits, and Funds**

### **A. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### **B. Checks, Drafts, Etc.**

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

### **C. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **D. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

## **VIII. Certificates of Membership**

### **A. Certificates of Membership**

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or by a Vice-President and the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

**B. Issuance of Certificates**

When a member who has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under Paragraph A. of this article.

**IX. Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**X. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**XI. Dues**

**A. Annual Dues**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

**B. Payment of Dues**

Dues shall be payable in advance on the first day of February in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

**C. Default and Termination of Membership**

When any member of any class shall be in default in the payment of dues for a period of 3 months from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Section II. of these bylaws.

**XII. Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "corporate seal".

### XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### XIV. Standards, Policies, and Procedures

#### A. Standards

A document describing minimum standards for projects performed under the auspices of the corporation shall be adopted by the Board of Directors at each regular annual meeting.

#### B. Policies

A document describing policies and rules of conduct for members' behavior with respect to the corporation shall be adopted by the Board of Directors at each regular annual meeting.

#### C. Procedures

A document describing procedures for performing business internal to the corporation shall be adopted by the Board of Directors at each regular annual meeting.

#### D. Amendments to Standards, Policies, and Procedures

The Board of Directors, by majority vote, may, at any time, modify the documents describing standards, policies, or procedures as it sees fit.

### XV. Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two day's written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

I certify that the foregoing bylaws were approved unanimously by the Voting Membership on April 15, 1993.

Alexander Iles, President                      date

*Alexander Iles*                      4/16/93

~~Glenn R. Currie, Secretary~~                      date

*William James Craig*  
*William James Craig*                      4/16/93

STATEMENT OF CHANGE  
OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH BY

A TEXAS NON-PROFIT CORPORATION

1. The name of the Corporation is \_\_\_\_\_  
The Corporation's charter number is \_\_\_\_\_
2. The address of the CURRENT registered office as shown in the records of the Texas Secretary of State is: \_\_\_\_\_
3. A. \_\_\_\_\_ The address (including street, city, state, and zip code) of the NEW registered office is: \_\_\_\_\_
- OR B. \_\_\_\_\_ The registered office will not change.
4. The name of the CURRENT registered agent as shown in the records of the Texas Secretary of State is: \_\_\_\_\_
5. A. \_\_\_\_\_ The name of the NEW registered agent is: \_\_\_\_\_
- OR B. \_\_\_\_\_ The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical as is required by law.
7. The changes shown above were authorized by an officer of the Corporation so authorized by the Board of Directors.

Dated this the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

\_\_\_\_\_  
Name

\_\_\_\_\_  
Corporate Office

## Tickler List of Corporate Deadlines

A Texas corporation must meet certain requirements and deadlines to avoid penalties and preserve its identity as a corporation. The calendar below lists many of these important corporate dates. Your legal or tax counsel can answer questions and help you with these filings.

If the corporation wishes to use a noncalendar tax year, its very first IRS filing must elect the noncalendar year, even if the first filing is simply to request an employer ID number. Caution: If not asserted in the first IRS filing, the right to elect a noncalendar year is lost.

### INITIAL ACTIONS

Hold **Organizational Meeting** of the Board of Directors to authorize noncalendar tax year (if desired), decide on IRS Subchapter S election (if desired), elect and charge corporate officers, approve bylaws, adopt banking resolution, issue shares, and take any other actions needed.

Elect a **noncalendar tax year** (if desired) on the first form filed with the IRS or lose the opportunity to do so. Obtain an **employer ID number** by filing IRS Form SS-4.

Elect **Subchapter S status** (if desired) by filing IRS Form 2553. Preferable: file 2553 and SS-4 together. Caution: 2553 is due before the 16th day of third month of your tax year.

If a **close corporation**, file the "Statement of Operation as a Close Corporation" with the Texas Secretary of State before conducting any business.

File application for a **sales tax permit** if needed, and any **other required licenses** or permits. (Some permits owned by a related proprietorship or partnership may be transferred to the corporation.)

If a partnership is incorporating, publish **notice of incorporation** to creditors.

Obtain **Worker's Compensation** and **general liability insurance**.

### 15th of EACH

**MONTH** Deposit **tax related to employees' wages** of previous month (income, Social Security, Medicare). Use IRS Form 8109. Caution: If the deposit amount is less than \$500 or more than \$3,000, other procedures apply

**JAN. 31** Mail or give a **wage statement**, IRS Form W-2, to each employee of previous year.

Pay any undeposited **federal unemployment tax** and file IRS Form 940 or 940-EZ.

On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

**FEB. 28** With IRS Form W-3, report **wage information** to the Social Security Administration. Include copies of all W-2s. Make no payment.

**MAR. 15** Pay IRS **corporate income tax** and file IRS Form 1120 (or 1120-A). Alternative: file for a six-month **extension** with Form 7004, but estimated tax is due now.

**APRIL 30** On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

**MAY 15** Pay **state franchise tax** and file forms sent by Comptroller. Alternative: file for a six-month **extension**, but estimated tax is due now.

**JULY 31** On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

**OCT. 31** On IRS Form 941, report wages and **tax related to employees' wages** of previous quarter (income, Social Security, Medicare). Pay any undeposited withheld tax.

Deposit **federal unemployment tax** for previous quarter if it is more than \$100.

Pay the previous quarter's **state unemployment tax** and file "Employer's Quarterly Report" with the Texas Employment Commission.

**DEC. 31** When desired, file **Articles of Dissolution** to dissolve the corporation and avoid further franchise tax.

Recommended: hold **Shareholders Meeting** annually after initial share issue.

If you have **questions or need help** making any of these filings, please contact your legal or tax counsel:

12/16/91

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## SECTION TWO: DIRECTORS' MEETINGS

### CONTENTS (Organized differently from TOC on front of binder)

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I. Organizational Minutes (dated April 16, 1993)

II. Blank Forms

Minutes of Organizational Directors' Meeting

Appendix to Organizational Minutes: Banking Resolution

Waiver of Notice of Organizational Meeting

Consent to Action Taken in lieu of Organizational Meeting

Resignation of Initial Director(s)

Ongoing Directors' Meetings

Pro Forma Minutes

Waiver of Notice of Meeting

Consent to Action Taken in lieu of Directors' Meeting

Resignation of Director(s)

Director's Appointment of Proxy

Directors' Meeting Notices

Notice of Meeting

Record of Mailing Notice

III. Archives of Directors' Meetings

MINUTES OF THE ORGANIZATIONAL MEETING OF  
THE ROBOT GROUP

**Waiver of Notice of Meeting**

1. These are the minutes of the organizational meeting of the board of directors of THE ROBOT GROUP (referred to as the "Corporation"), a Texas corporation. The meeting was held at 2106 East M.L.K. Blvd., Austin, Texas, on April 16, 1993 at 6:00 p.m. The meeting was called by Alexander Iles, William J. Craig and David Santos, who constitute of all of the board of directors named in the Articles of Incorporation. Each director waived notice of the time and place of the meeting and consented to the transaction of all business properly coming before the meeting.

**Attendance and Quorum**

2. Alexander Iles, William J. Craig and David Santos attended the meeting in person. These persons are all of the initial directors of the Corporation named in the Articles of Incorporation and their attendance constituted a quorum.

**Chair and Secretary**

3. On motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, Alexander Iles was elected to act as Chair of the meeting and William J. Craig was elected to act as Secretary of the meeting. Both persons accepted the election and acted in their respective capacities.

**Articles and Certificate of Incorporation**

4. The Chair submitted to the meeting a copy of the Articles of Incorporation of the Corporation. The Chair reported that the original of these Articles had been filed in the office of the Secretary of State of Texas December 17, 1992, that the Secretary of State had approved same and had affixed thereto a Certificate of Incorporation. Upon motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, it was:

RESOLVED, that the Articles of Incorporation as presented be, and they hereby are, accepted and approved and that said Articles of Incorporation, together with the Certificate of Incorporation, be placed in the minute book of the Corporation.



## Bylaws

5. A document consisting of ten (10) pages entitled "Bylaws of THE ROBOT GROUP" which had been previously approved by the Voting Membership was presented by the Chair. After a discussion of the document, on a motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, the board of directors:

RESOLVED, that the bylaws presented to and considered at this meeting are adopted as the bylaws of this Corporation. The Secretary is directed to certify a copy of the bylaws and insert them in the minute book of the Corporation. The Secretary is directed to certify another copy of the bylaws and maintain them in the principal office of the Corporation.

## Seal

6. A corporate seal was presented to the meeting. On a motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, the Board of Directors:

RESOLVED, that the corporate seal is adopted as the corporate seal of the Corporation. The Secretary instructed to impress the seal on the minutes of this meeting opposite the place whether this resolution appears.

## Officers

7. The Chair stated that nominations were in order for the election of officers of the Corporation. The following nominations were made:

President:	Alex Iles
Vice President:	John Witham
Secretary:	Glenn Currie
Treasurer:	Karen Pittman
Assistant Treasurer:	Charlene Sainsott

No other nominations were made. A motion to elect the nominees was made and seconded. By a vote of three (3) in favor, zero (0)

opposed, and zero (0) abstaining, the nominees were elected.

#### **Bank Account**

8. On a motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, the board of directors:

RESOLVED, that the Corporation establish in its name one or more accounts with Team Bank/Bank One in Austin, Texas. The treasurer is authorized to establish accounts for the Corporation. The treasurer is authorized to withdraw funds of the Corporation from the Corporation's accounts by signing checks or other instruments. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$ 500.00 without the signature of the president or a vice president in addition to the signature of the treasurer. Team Bank/Bank One is authorized to honor and pay any and all checks and other instruments so signed, including those drawn to the individual order of any officer or other person authorized to sign the check or other instrument.

#### **Organizational Expenses**

9. On a motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, the Board of Directors:

RESOLVED, that the Treasurer is directed to pay the expenses of incorporation and organization of the Corporation.

#### **Robofest IV Planning and Budget Committee**

10. On a motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, the Board of Directors:

RESOLVED, that the Robofest IV Planning and Budget Committee be and is hereby formed, consisting of Karen Pittman as Chair of the Committee, and John Witham, Craig Sainsott and Charlene Sainsott as Committee members.

**Adjournment**

11. On a motion duly made and seconded, by a vote of three (3) in favor, zero (0) opposed, and zero (0) abstaining, the Board of Directors voted to adjourn the meeting.

William J. Craig  
Secretary

Approved by:

Alexander Iles  
Alexander Iles

William J. Craig  
William J. Craig

David Santos  
David Santos

## BANKING RESOLUTION

RESOLVED, that the following bank, at the location shown below, is designated as a depository of the Corporation, and that one or more checking or savings accounts of the Corporation be established and maintained in its name at said bank:

Name of Bank:

Location:

RESOLVED FURTHER, that the following officers of the Corporation are authorized, on behalf of the Corporation and as its own act, to sign, alone and with no countersignature, checks, drafts, notes, bills of exchange, acceptances, or other orders for the payment of money, and to endorse any checks, notes, bills, or other instruments owned by, held by, or endorsed to the Corporation, or to do any other acts convenient or necessary to the opening, maintenance, and closing of such accounts, and the deposit or withdrawal of funds therefrom:

Authorized Officers:

RESOLVED FURTHER, that said bank is authorized to honor and pay any and all checks and drafts of the Corporation signed as provided in this resolution, whether or not payable to the person or persons signing them; and that checks, drafts, bills of exchange, and other evidences of indebtedness may be endorsed for deposit or collection to the account or accounts of the Corporation by any of the foregoing officers or by any other employee or agent of the Corporation in writing or by stamp without designation of the person making such endorsement.

RESOLVED FURTHER, that any of the above-named officers are authorized to enter into a rental agreement in the name of the Corporation for one or more safe-deposit boxes in the vaults of said bank, and to have the right to access to and control of the contents of such safe-deposit boxes, including the right to remove the whole or any part of the contents thereof and to surrender said boxes, releasing the bank from all liability with respect thereto.

RESOLVED FURTHER, that any of said officers may execute an agreement or agreements with said bank relating to the opening, maintenance, or use of a night depository, and that upon such

execution, the Corporation shall be bound by the terms and conditions thereof.

RESOLVED FURTHER, that the Secretary of the Corporation, by signature hereto, is authorized and directed to certify to said bank the due adoption and existence of this resolution and the names and specimen signatures of the officers of the Corporation presently authorized to sign as aforesaid. When any changes are made in the persons holding such offices, the Secretary shall certify the fact of such change and the name and specimen signature of each new officer.

RESOLVED FURTHER, that the certificate by the Secretary of the Corporation as to the election or appointment of the authorized officers named in this resolution, and of their successors, shall be binding on the Corporation, and the authority conferred by this resolution shall remain in force until written notice of the revocation or modification hereof shall be delivered to an officer of said bank.

Adopted by the Board of Directors on this, the \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Director

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Director

Corporate  
Seal

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

WAIVER OF NOTICE OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS

We, the undersigned, being the Directors named in the Articles of Incorporation of the above Corporation, hereby agree and consent to holding the organizational meeting on the date and at the time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting:

Date of meeting:

Time of meeting:

Dated this, the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

Corporate  
Seal

CONSENT TO ACTION TAKEN IN LIEU OF  
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

We, the undersigned, being all of the Directors of the Corporation, in lieu of an organizational meeting of the Board of Directors of the Corporation, do hereby individually and collectively consent by this writing to take the actions, to adopt the resolutions, and to transact the business of the Corporation as set out in the above and foregoing attached documents, whether such documents take the form of minutes of the organizational meeting or any other similar form.

Dated this, the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

Corporate  
Seal

RESIGNATION OF INITIAL DIRECTOR(S)

To all it may concern:

The undersigned Director(s) hereby tender my/our resignation  
from the Board of Directors of

to take effect at the close of the organizational meeting held  
on

Dated:

Respectfully Submitted,

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CONSENT TO ACTION TAKEN IN LIEU OF  
MEETING OF THE BOARD OF DIRECTORS

We the undersigned, being all the persons entitled to vote on the following matters at a meeting of the Directors of the Corporation, by our signatures which follow hereby authorize the actions and resolutions written out in full below:

Dated this, the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Director

Corporate  
Seal

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

Additional pages attached: [ ] None; [ ] \_\_\_\_\_ pages of additional actions.

DIRECTOR: Please initial any subsequent action pages, then sign this page.

RESIGNATION OF DIRECTOR(S)

To all it may concern:

The undersigned Director(s) hereby tender my/our resignation  
from the Board of Directors of  
to take effect on

Dated:

Respectfully Submitted,

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APPOINTMENT OF PROXY  
FOR DIRECTORS' MEETING

I, the undersigned, am a Director of

I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I hereby appoint my true and lawful proxy, and direct said proxy to attend and represent me at the Directors' meeting to be held on the date and at the time and place shown below, and any subsequent Directors' meeting(s), and any continuation or adjournment thereof, held within three (3) months of the date of this appointment.

My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date:

Time:

Place:

I have signed this proxy on the \_\_\_\_\_ day of \_\_\_\_\_  
19\_\_\_\_.

\_\_\_\_\_  
Director



RECORD OF MAILING NOTICE  
OF MEMBERS' ANNUAL MEETING

STATE OF  
COUNTY OF

KNOW ALL PERSONS BY THESE PRESENTS:

On the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ I, the undersigned officer of the Corporation, personally deposited in a mail collection box in the city of \_\_\_\_\_, state of \_\_\_\_\_, \_\_\_\_\_ copies of the attached notice of Members' annual meeting, each copy enclosed in a securely sealed, first class, postage-paid envelope, with one envelope addressed to each person whose name appears thereon, or on the attached list of Members, at the respective address of each as therein set forth, so that each such person was duly mailed a notice.

Having made this declaration, I have attached to it a copy of the notice given, and filed this statement with copy attached in the Corporate Record Book as part of the Corporation's records, all in the normal course of my duties, which include giving notice of Members' meetings, making a statement of mailing of each notice, and filing such statement with a copy of the notice attached.

Signed on this the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

Corporate  
Seal

MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS

A special meeting of the Board of Directors of the Corporation was held at the time and place, and on the date, set forth below:

Time of meeting: 2:00 PM

Place of meeting:

Date of meeting: Sunday, May 7, 2000

This meeting was called by the Secretary at the request of the President. The Corporation's President served as Chairman of the meeting. The Secretary of the Corporation acted as Secretary of the meeting and recorded these minutes.

The following Directors were present:

In person:

Glenn Curry *ie - APC*

Tom Davidson

Don Colbath

Eric Lundquist

By proxy: (none)

Directors not present and not represented by proxy: (none)

There was a discussion and vote on the Corporation's participation in the Sci Fi Channel Special Robot Competition by means of designing and constructing a proposed robot with a current working name of B3, or "Big Battle Bot". The B3 project, as currently proposed, is described in the attached "B3 Proposal."

The Directors voted unanimously to provisionally approve the B3 Project as described in the attached "B3 Proposal" and to postpone a vote on formal approval of the project until completion of written safety procedures, a final Proposal Document, a financial plan, and a team roster.

Discussion centered on issues of liability, safety, and funding.

Questions about liability insurance were raised.

Discussion of safety issues included the desirability of written safety procedures and of hardware design features.

Possible safety procedures that were discussed included:

- \* a designated welding area with improved features for fire prevention and vision protection.
- \* Additional fire extinguishers
- \* In-house training for use of welding equipment and power tools
- \* Lists of people qualified to use certain equipment
- \* Requiring at least two persons to be present when certain activities are performed
- \* Finding a suitable test location for testing some robot features

Possible hardware design features that were discussed included:

- \* Hard-wired kill switches on long tethers.
- \* Lights and buzzers.

Additional sheets attached: 13 sheets

There being no further business before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Donall L. Britzo  
Secretary

#### RATIFICATION

We, the undersigned Directors, having read these minutes, hereby approve, ratify, confirm, and consent to all business as reported herein.

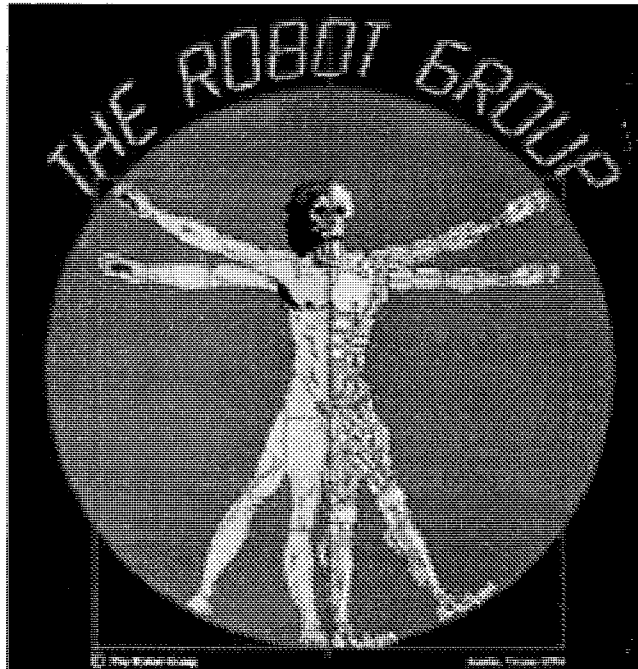
Donald B. Clark  
[Signature]  
[Signature]  
[Signature]

THE ROBOT GROUP, INC  
AUSTIN, TEXAS

# B3 PROPOSAL

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SCI FI CHANNEL ROBOT SPECIAL  
COMPETITION





# B3 PROPOSAL

THE ROBOT GROUP, INC. AUSTIN, TEXAS

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## EXECUTIVE SUMMARY

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**The Robot Group Inc** of Austin, Texas (a 501(c)3 corporation) is soliciting corporate and individual donations of money, parts, and equipment in order to build a large-scale remote controlled combat robot. In exchange, **The Robot Group** will place company logos and names on all promotional literature and on the robot itself. This robot will compete in the nationally televised "*SCI FI Channel Robot Special Competition*" to be filmed in November 2000. The **SCI FI Channel** (owned by the **USA Network**) is sponsoring the event and posting the prize money.

There are numerous robot battle competitions held throughout the United States, Europe and Japan. These other events typically take place in an auditorium with a live audience behind some type of barrier. Despite the barriers, insurance and liability limitations dictate the size (typically under 300 lbs) and weaponry of the contestants. This has limited the competitions to little more than small robotic wedges attempting to flip each other over. The "*SCI FI Robot Special Competition*" will take place outdoors, with a small, bunkered audience. The robots will weigh 1,000 lbs and can feature weaponry such as flame-throwers and metal saws. The combat area will be outdoors in a secluded area and may contain exciting features such as a water hazard, gravel inclines, and flaming pits. Under these guidelines, the competition takes on a unique scale with a dramatic appeal that is unheard of in other competitions.

The working name of **The Robot Group's** machine is **B3** for "**Big Battle 'Bot**". A scale-model engineering prototype has been finalized and a full size prototype frame has been constructed using individual member funds. The estimated cost to complete the final competition robot is approximately \$10,000. The group has already secured \$4,500 in funding, and is soliciting sponsorships to complete development. Sponsorships start at \$500. Sponsors will be given display space on the surface of the robot in proportion to their contribution, as well as any logo air-time that we can negotiate this with the Sci Fi Channel producers. Sponsors will also receive credit in the independent documentary of our project, which is being produced by Vespida Media (<http://www.vespid.com>).

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SCI FI ROBOT SPECIAL

COMPETITION OVERVIEW

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### *THE COMPETITION*

In late August 2000 (*recently rescheduled to mid-November*), half-ton and one-ton robots will converge on Southern California for a battle to the death and a chance to make history. Robot blood will be spilled on a 100 by 175-foot outdoor arena. The uneven ground is skirted by a low concrete wall, marking the perimeter and containing the combatants. This is a proving ground for your machine, complete with obstacles and hazards.

A live audience will be present to one side, contained behind their chain link and lexan barrier. The robot controllers will also be protected behind barriers. The robots run free, with humans in protective cages.

### *THE MONEY*

SCI FI is exploring creating a sponsorship pool, to help fund construction efforts. Teams who have or are considering local sponsorship arrangements should inform SCI FI when replying to this solicitation.

Prize money is set at \$20,000.

### *THE ROBOTS*

Rolling robots are limited to 1,000 pounds wet weight. Walking robots are limited to 2,000 pounds. Flying robots are not allowed. Robots can be powered by battery or the "standard" liquid fuels of gasoline or diesel. Gaseous fuels for power or weapons are not allowed. Robot construction details are generally left to the builder, though all robots must pass a safety inspection.

### *THE WEAPONS*

Very few weapons are strictly forbidden, and we look forward to seeing the results of your creativity. Projectiles must be tethered, so that the tip of the projectile does not go farther than 10 feet beyond the edge of the robot.

Fire and flame based weapons are currently under technical advisement.

Electrical weapons are allowed, with a preference for weapons with visual impact.

Lasers may not be used as a weapon, though class IIIa (<5mw) lasers are allowed for targeting. Cutting blades must be of one-piece construction. No carbide teeth are allowed, though composite cutting disks are allowed (though ineffective). Kinetic-energy weapons (spinning disks, hammers, and ball-and-chains) will be limited to a RPM based on their effective diameter. Details to be announced. All weapons, attacks, violence,

and destruction must be directed towards the other robots – no operator interference is allowed.

### *THE COMPETITION*

There are two phases of combat: tournament and melee. The tournament is a one-on-one elimination combat to the death. A robot is considered "dead" if it is no longer able to drive in a controlled manner. There will be a time limit, and points will be allocated by judges in the event there is no clean kill. Details to be announced. The melee pits the survivors of the tournament against each other as a group. The goal of each robot is to cross the field of combat, traverse a ramp to the prize money, and take the money back across the field through the exit. And remain alive in the process. There will be time for repairs between rounds, as well as before the melee.

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## WHO IS THE ROBOT GROUP?

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**The Robot Group** was founded in the Spring of 1989 by a small group of Austin, TX artists and engineers who shared a common vision: utilizing technology to provide and explore new mediums for art. Through the synergy of fusing art and technology, **The Robot Group** has stimulated the public into a playful interest in high technology, and through them art has new vehicles for effecting culture.

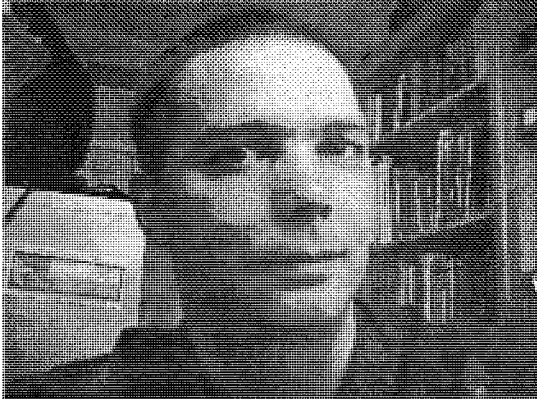
**The Robot Group** has attracted local, national and international recognition. The Group's activities have inspired articles in *Newsweek*, *Mondo 2000*, *boing-boing*, *FringeWare Review* as well as appearances on *ABC's Good Morning America* and an episode of *Invention* on the Discovery Channel. Other TV appearances include the debut episode of *Art Brigade*, and the German program *Kulture Report*. The Group makes frequent live local appearances at diverse venues such as *Robofest*, *South by Southwest film festival*, *ArmadilloCon*, and *Spam-O-Rama*. The group's creations have been offered movie roles and have had their own showings at local art galleries and even at a New York City art gallery.

Members of **The Robot Group** are volunteers and come from all walks of life. The group currently has approximately 30 members. **The Robot Group** is incorporated in the State of Texas and is recognized by the IRS as 501(c)(3) non-profit. The group maintains a large workshop and office in a warehouse in south Austin.

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## THE B3 TEAM

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**Edwin Wise**

Edwin has been interested in robotics since before he was interested in girls. He develops CAM software during the day and explores the edges of Mad Science at night. He has written game software for Broderbund and Dynamix and manufacturing software for Point Control and Building Blocks, among other jobs and contracts. His book "Applied Robotics" was recently published by Howard W. Sams Prompt Publications, and his giant pneumatic robot Boris has received international attention and has been seen in various stages of completion on local television's *Click Here*, on CNN, and at the South by Southwest Film Festival. Some of Edwin's many projects can be found at his website <http://www.simreal.com>. Edwin is the current President of the Robot Group.



**Eric Lundquist**

Eric currently serves as the Vice President of The Robot Group and is a member of the Board of Directors. He has been involved with the group for 4 years. His robotic creations have been displayed at: Robofest 7, South by Southwest, ART2-D2 in NYC, and seen on the local television program *Click Here*. When not building robots, Eric manages a software development group at a

major telecommunications corporation. He also serves as President of the Corporate Advisory Board of The Science Academy of Austin and is a life member in the JayCee International Senate.



**David Pike**

David is a Certified Dental Laboratory Technician with 24 years experience in the dental laboratory field. He has been employed at the premier laboratory in Austin for the last 18 years and has been a department supervisor for 10 years. David has served as President and Program Chairman for Continuing Education in a dental technology professional development organization.

His interest in robotics started long ago but only started building them 3 years ago. Since then, David has become one of the most creative and prolific builders in The Robot Group. In 3 years, he has created over 20 different robots. Most have been built from scratch and range from small light tracking "photovores", to a robotic fish with a microprocessor brain that swims, to a robot large enough to retrieve his trashcan via radio control. His creations have been seen on local television's *Click Here* and at local venues such as: *The Movements Art Gallery*, South by Southwest Film Festival, and ArmadilloCon. David's robots have also been offered several small movie deals. One thing is certain, his creations always attract attention wherever they go.



**Glenn Currie**

Glenn is one of the original 1989 charter members of The Robot Group. His contributions to the group are almost too numerous to list. He has served on the Board of Directors for several years, served as the editor for our monthly newsletter PULSE for four years, and is the creator of the group's first telepresence robot called *Dweebvision*. His other projects include: co-creator of the Megabot Army series with Norman Annal, system administrator for the group's BBS system called "BOCK" circa BW (Before the Web), and is currently chief pilot of The Robot Group's robotic blimp. Glenn has also done a number of outreach programs for local schools and has lectured on robotics at RoboFest.

Glenn's professional background is in software design and he is well versed in several programming languages. He currently works for North Shore Circuit Designs.



#### **Aaron Lundquist**

Aaron has been involved with The Robot Group for 3 years. He has designed and built a large pneumatically driven "frogbot", built a large chain driven 6 legged walker with Eric Lundquist, and piloted the group's robotic blimp at South by Southwest. As a senior at The Science Academy of Austin, he was on several robotic competition teams. His team placed 1<sup>st</sup> in the Regional Texas Society of Professional Engineers Engineering Challenge and 5<sup>th</sup> place at the State competition. The team also placed 2<sup>nd</sup> in Regional Brazos Best Competition and later competed at the Texas Best Competition. The team most recently placed 8<sup>th</sup> at the US FIRST robotic competition. After school, Aaron works as a system administrator for North Shore Circuit Designs.

#### **Derrick Bridges**

Derrick is an electrical engineer specializing in analog circuits and power supplies.

#### **Thomas Morin**

Thomas is a computer programmer with an academic background in physics.



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## B3 DESCRIPTION

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### Overview

B3 is based on a scorpion design. Two front claws hold the opponent while the "stinger" delivers fatal blows using a variety of modular offensive weapons. All mechanical systems will be hydraulically powered.

Hydraulics were chosen for their immense power per dollar spent. The Hydraulic system is driven by a redundant pair of 28-HP two-stroke gasoline engines that also act as ballast at the rear of the robot.

Electrical power for electronic control systems is provided by small lead-acid batteries, possibly supplemented by an alternator on the gasoline power plant.

### Drive Train

The drive train is powered by two hydraulic motors, one on each front wheel. Steering is through "tank" or differential-drive steering.

The motors each independently turn a shielded automobile tire mounted in a standard front-end suspension frame (1977 Oldsmobile Toronado). Two additional free-wheeling casters are provided at the rear of the robot to complete the rolling platform.

In the current design, a pair of two-stroke gasoline engines turn the hydraulic pumps at a constant 2,500rpm. A pressurized accumulator is also provided for bursts of high performance.

### Offensive Systems

The stinger of B3 has an interchangeable tip that can support several devastating forms of destruction. The actual weapons built for the competition will depend on the final competition rules, funding, and time. Weapon selection depends on the current opponent.

- 1) Thor's Hammer – A large sledge hammer mounted on the end of the stinger. Crude but effective kinetic energy weapon.
- 2) Hydraulic Jack Hammer – When a sledge hammer just doesn't have enough umph.
- 3) 1 inch Steel Pipe Syringe – Potential to "cure" what ails our opponent by delivering a fatal injection through their armor. Possible medicines to be delivered include Propane gas, gasoline, diesel oil, expanding foam, or salt water, depending on the final competition rules.
- 4) The Impaler – A long piece of tethered high quality sharpened steel powered by some explosive means such as shotgun shells.
- 5) Plasma Torch – Cuts steel like butter.
- 6) The Buzz Saw of Death – A large hydraulically powered circular cutting blade.

## Defensive Systems

Defense will consist of three major components: speed, maneuverability and armor.

The arena is fairly small at 100' by 150' so B3 will concentrate on lower-velocity high-torque motors to rapidly maneuver its bulk in close quarters, rather than aiming for high top speeds.

Armor is still under development, and the final technology selection will depend on how the rest of the robot fills the weight budget. Options include steel roll-cages around sensitive areas for collision protection, and expanded-metal in a composite construction to fill the gaps.

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## B3 CONCEPT PROTOTYPE

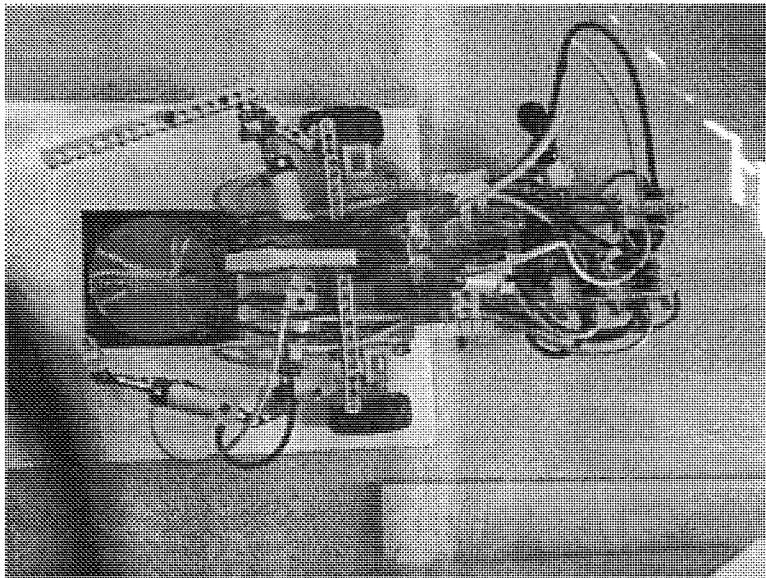
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### Overview

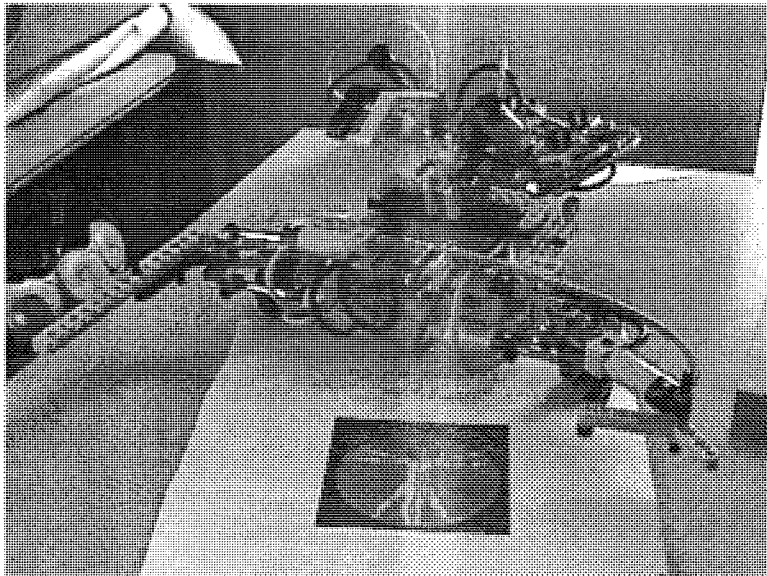
The initial brainstorming for B3 was performed using Lego Technic modeling kits. This allowed the team to experiment with a number of different configurations.

The resulting model (shown below) demonstrates the rough shape and configuration of the robot, and it also provided the team with insights as to the strengths and weaknesses of that particular design. As a result of this work, we have simplified many of the mechanical systems while retaining overall functionality.

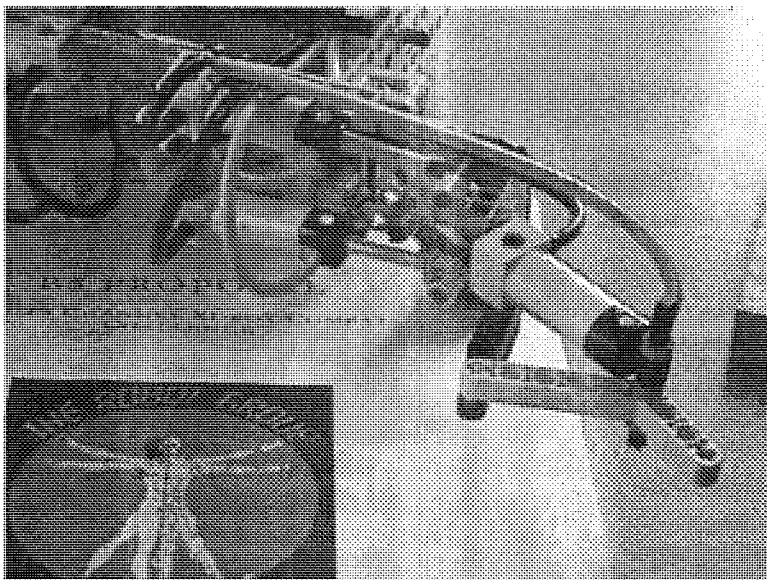
### Photos



Top View



**Front View**



**Closeup of Claw**

We have also built a rough full-scale prototype of the robot's frame, and are in the process of re-building it as well as adding additional full-scale prototypes of the various other mechanisms.

By mid-May, robot prototype and design work should be complete and work can begin on the actual robot.

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CONTACT INFORMATION

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Progress Reports can be found at:  
<http://www.simreal.com/B3/index.html>

The Robot Group  
Austin, Texas  
[Robo@robotgroup.org](mailto:Robo@robotgroup.org)

Edwin Wise, President  
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Austin, Texas 78745  
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SECTION THREE: MEMBERSHIP MEETINGS

CONTENTS

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BLANK FORMS:

I. ANNUAL MEETINGS

MINUTES OF THE ANNUAL MEETING  
NOTICE OF ANNUAL MEETING  
RECORD OF MAILING NOTICE

II. SPECIAL MEETINGS

MINUTES OF THE SPECIAL MEETING  
CALL OF SPECIAL MEETING  
NOTICE OF SPECIAL MEETING  
RECORD OF MAILING NOTICE

III. ACTION WITHOUT ATTENDANCE AT FORMAL MEETING

WAIVER OF NOTICE, APPROVAL OF MINUTES AND MEETING  
CONSENT TO ACTION TAKEN IN LIEU OF MEETING  
MEMBER'S APPOINTMENT OF PROXY

ARCHIVES.

MINUTES OF THE ANNUAL MEETING  
OF THE MEMBERS

The annual meeting of the Members of the Corporation was held at the time and place, and on the date, set forth below:

Place of Meeting:

Date of Meeting:

Time of Meeting:

The meeting's business was to act on proposals, to elect Directors, and to transact such other business within the power of the Members as set out herein.

The meeting was duly called to order by President of the Corporation. As authorized by the Bylaws, the President presided as Chairman of the meeting. Secretary of the Corporation, acted as Secretary of the meeting and recorded these minutes. The meeting being held in accordance with the terms of the Bylaws, the Chairman declared that the meeting was validly convened.

The Secretary read the roll of Members as reflected by the membership ledger. The following Members were present:

IN PERSON:

BY PROXY:

<u>Member's Name</u>	<u>Proxy's Name</u>	<u>Member's Name</u>	<u>Proxy's Name</u>
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The following Members were neither present nor represented by proxy:

It was ordered that all proxies be filed with the minutes of this meeting. The Chairman stated that at least one-tenth of the total number of voting Members were represented, a quorum was present, all prerequisites for the meeting were completed, and that the meeting was ready to transact any business before it.

The Secretary was directed to prepare a written waiver of notice, consent to meeting, and approval of minutes to be signed by each Member not present at the meeting, and to file the same with these minutes.

The following were nominated as Directors, to serve for one year and until their successors should be elected and qualified:

The Chairman called for further nominations, but none were made. The following persons were elected as Directors:

The minutes of the previous meeting were read by the Secretary. On motion duly made, seconded, and carried, the minutes were unanimously approved.

The President then gave a general report of the business and finances of the Corporation. The President reported to the meeting the activities of the Board of Directors and proposed that the Members ratify those actions. Upon motion duly made, seconded, and unanimously carried, it was resolved that all proceedings of the Board of Directors since the last Members' meeting, and all acts taken by the Directors and officers of the Corporation be, and hereby are, approved.

The following additional action was taken at the meeting:

Additional sheets attached:  No;  Yes, \_\_\_\_\_ pages.

There being no further business before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated:

\_\_\_\_\_  
Secretary

#### RATIFICATION

We, the undersigned Members, or duly authorized proxies thereof, having read these minutes, hereby approve, ratify, confirm, and consent to all business as reported herein.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Corporate  
Seal

The following documents have been appended to these minutes:

- A) NOTICE OF MEETING
- B) RECORD OF MAILING NOTICE OF MEETING
- C) OFFICERS' REPORTS:
- D)



NOTICE OF ANNUAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT the annual meeting of the Members of the Corporation will be held as shown below. The business of the meeting is to include acting on proposals, electing Directors, and the transaction of such other business as may properly come before the meeting or any adjournment thereof. The meeting will consider such matters as may be shown in any proxy statement or agenda enclosed with this notice, but shall not be limited to such matters.

The meeting will be held as shown below:

Date of Meeting:

Time of Meeting:

Place of Meeting:

Only Members of record at the close of business on 19 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided on request.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary

MINUTES OF SPECIAL MEETING  
OF THE MEMBERS

A special meeting of the Members of the Corporation was held at the time and place, and on the date, set forth below:

Place of Meeting:

Date of Meeting:

Time of Meeting:

This meeting was called by the Corporation's

President;

Board of Directors;

Members holding in the aggregate at least ten percent (10%) of the votes of the Corporation.

The Corporation's President served as Chairman of the meeting. The Secretary of the Corporation acted as Secretary of the meeting and recorded these minutes.

The Secretary took a roll call of Members. The following Members were present:

IN PERSON:

BY PROXY:

Member's Name

Proxy's Name

Member's Name

Proxy's Name

The following Members were not present and were not represented by proxy:

It was ordered that all proxies be filed with the minutes of this meeting. The Chairman stated that at least one-tenth of the total number of voting Members were represented, a quorum was present, all prerequisites for the meeting were completed, and that the meeting was ready to transact any business before it.

The Secretary was directed to prepare a written waiver of notice, consent to meeting, and approval of minutes to be signed by each Member not present at the meeting, and to file the same with these minutes.

The following were nominated as Directors, to serve for one year and until their successors should be elected and qualified:

The Chairman called for further nominations, but none were made. The following persons were elected as Directors:

The minutes of the previous meeting were read by the Secretary. On motion duly made, seconded, and carried, the minutes were unanimously approved.

The President then gave a general report of the business and finances of the Corporation. The President reported to the meeting the activities of the Board of Directors and proposed that the Members ratify those actions. Upon motion duly made, seconded, and unanimously carried, it was resolved that all proceedings of the Board of Directors since the last Members' meeting, and all acts taken by the Directors and officers of the Corporation be, and hereby are, approved.

The following additional action was taken at the meeting:

Additional sheets attached: [ ] No; [ ] Yes, \_\_\_\_\_ pages.

There being no further business before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated:

\_\_\_\_\_  
Secretary

#### RATIFICATION

We, the undersigned Members, or duly authorized proxies thereof, having read these minutes, hereby approve, ratify, confirm, and consent to all business as reported herein.

\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Corporate  
Seal

The following documents have been appended to these minutes:

- A) CALL OF MEETING
- B) NOTICE OF MEETING
- C) RECORD OF MAILING NOTICE OF MEETING
- D) OFFICERS' REPORTS:
- E)

CALL OF SPECIAL MEETING  
OF THE MEMBERS

TO THE SECRETARY OF THE CORPORATION:

A special meeting of the Members of the Corporation is hereby called by its

- President, as shown by the President's signature hereto;
- Board of Directors, as shown by the signature of the Chairman of the Board hereto;
- Members holding in the aggregate at least ten percent (10%) of the votes, as shown by the signature of each hereto.

Pursuant to the Bylaws, the meeting is to be held at the principal office of the Corporation unless a different location is provided by its Board of Directors and included in this notice of the meeting. The meeting is to be held as follows:

Date of Meeting:

Time of Meeting:

Place of Meeting:

You are directed to give notice of the meeting, in the manner prescribed by the Bylaws, to all Members not later than

The business of the meeting is to include the items in the agenda attached hereto, and is limited to matters plainly stated therein.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

ATTACHED: \_\_\_\_\_ page agenda, containing \_\_\_\_\_ items.

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of  
the Corporation has been called by

who is authorized to call a special meeting as

Date of Meeting:

Time of Meeting:

Place of Meeting:

Only Members of record at the close of business on  
19     are entitled to receive notice of, and to vote at, this  
meeting.

Members who do not expect to be personally present at the  
meeting are urged to appoint a proxy to vote for them. Forms  
for proxies will be provided upon request.

The business of the meeting is to include the agenda items  
set forth below, and is limited to matters plainly stated  
therein.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary

Corporate  
Seal

AGENDA:

Additional pages attached: [ ] none; [ ] \_\_\_\_\_ pages.

RECORD OF MAILING  
OF NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

STATE OF  
COUNTY OF

KNOW ALL PERSONS BY THESE PRESENTS:

On the            day of            19            I, the undersigned officer of the Corporation, personally deposited in a mail collection box in the city of            , state of            ,            copies of the attached notice of Members' special meeting, each copy enclosed in a securely sealed, first class, postage-paid envelope, with one envelope addressed to each person whose name appears thereon, or on the attached list of Members, at the respective address of each as therein set forth, so that each such person was duly mailed a notice.

Having made this declaration, I have attached to it a copy of the notice given and filed it in the Corporate Record Book as part of the Corporation's records, all in the normal course of my duties, which include giving notice of Members' meetings, making a statement of mailing of each notice, and filing such statement with a copy of the notice attached.

Signed on this the            day of            19

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Corporate  
Seal

WAIVER OF NOTICE,  
APPROVAL OF MINUTES,  
AND CONSENT TO MEETING  
OF THE MEMBERS

We, the undersigned, being all the persons entitled to vote at a Members' meeting, do each for ourselves individually, by our signatures which follow, hereby waive written notice of the time, place, and purpose of the below-described meeting of the Members of the Corporation, and of any adjournments thereof, and do hereby consent to holding said meeting.

Place of meeting:

Date of meeting:

Time of meeting:

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CONSENT TO ACTION IN LIEU OF MEETING  
OF THE MEMBERS

We the undersigned, being all the persons entitled to vote on the following matters at a meeting of the Members of the Corporation, by our signatures which follow hereby authorize the actions and resolutions written out in full below:

\_\_\_\_\_ pages of additional actions are attached.

We, the undersigned Members, or duly authorized proxies or assignees thereof, having read these minutes, hereby approve, ratify, confirm, and consent to all business as reported herein.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

MEMBER: Please initial any subsequent action pages.

APPOINTMENT OF PROXY  
FOR MEMBERS' MEETING

I, the undersigned, am a Member of the above Corporation. I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I appoint my true and lawful proxy, and direct said proxy to attend and represent me at the Members' meeting to be held on the date and at the time and place shown below, and any subsequent Members' meeting(s), and any continuation or adjournment thereof, held within eleven (11) months of the date of this appointment.

My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date:

Time:

Place:

I have signed this proxy on the \_\_\_\_\_ day of \_\_\_\_\_  
19\_\_\_\_.

\_\_\_\_\_  
Member

RECORD OF MAILING NOTICE  
OF MEMBERS' ANNUAL MEETING

STATE OF  
COUNTY OF

KNOW ALL PERSONS BY THESE PRESENTS:

On the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ I, the undersigned officer of the Corporation, personally deposited in a mail collection box in the city of \_\_\_\_\_, state of \_\_\_\_\_, \_\_\_\_\_ copies of the attached notice of Members' annual meeting, each copy enclosed in a securely sealed, first class, postage-paid envelope, with one envelope addressed to each person whose name appears thereon, or on the attached list of Members, at the respective address of each as therein set forth, so that each such person was duly mailed a notice.

Having made this declaration, I have attached to it a copy of the notice given, and filed this statement with copy attached in the Corporate Record Book as part of the Corporation's records, all in the normal course of my duties, which include giving notice of Members' meetings, making a statement of mailing of each notice, and filing such statement with a copy of the notice attached.

Signed on this the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

Corporate  
Seal

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NOTICE OF MEETING OF  
THE BOARD OF DIRECTORS

PLEASE TAKE NOTICE THAT a meeting of the Board of Directors of the Corporation will be held on the date and at the time and place stated below. The meeting is a (regular meeting) (special meeting held upon the call of the Corporation's

Place of Meeting:

Date of Meeting:

Time of Meeting:

Date Notice sent:

The meeting shall consider and act on all matters and business which may properly come before the Board. Without limitation, you are advised that the meeting may consider any agenda which may be included with this notice.

---

Secretary

APPOINTMENT OF PROXY  
FOR MEMBERS' MEETING

I, the undersigned, am a Member of the above Corporation. I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I appoint → my true and lawful proxy, and direct said proxy to attend and represent me at the Members' meeting to be held on the date and at the time and place shown below, and any subsequent Members' meeting(s), and any continuation or adjournment thereof, held within eleven (11) months of the date of this appointment.

My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date:

Time:

Place:

I have signed this proxy on the \_\_\_\_\_ day of \_\_\_\_\_  
19\_\_\_\_.

\_\_\_\_\_  
Member

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by Glenn R. Currie, who is authorized to call a special meeting as Secretary.

Date of Meeting: June 10, 1993

Time of Meeting: 6:30 P.M.

Place of Meeting: Ted's Greek Corner, 417 Congress Ave. Austin, Tx.

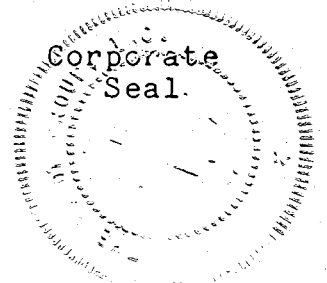
Only Members of record at the close of business on January 1, 1993 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: 5/29/1993

Glenn R. Currie  
Secretary



- AGENDA:
- . Robotfest 4 business
  - . Location of Group phone.
  - . Internet Access
  - . Business and Public Relations opportunities with Outside organizations.
  - . The Robot Group current & future plans.

Additional pages attached: [] none; [] ~~\_\_\_\_\_~~ pages.

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by  
who is authorized to call a special meeting as

Date of Meeting: July 1<sup>st</sup> 1993

Time of Meeting: 6:30 P.M.

Place of Meeting: Teds Greek Corner 417 Congress Ave, Austin, Tx.

Only Members of record at the close of business on 1992 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

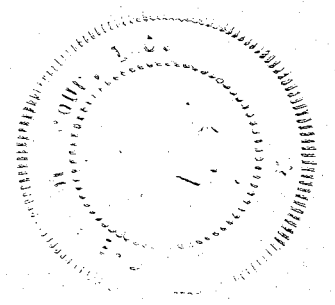
The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: 6-21-1993

Alan R. Currie  
Secretary

Corporate Seal

- AGENDA:
- Internet access
  - New voting members
  - Committee Reports
  - Vote on proposals



Additional pages attached: [] none; [ ] \_\_\_\_\_ pages.

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by Glenn R. Currie who is authorized to call a special meeting as *Secretary*.

Date of Meeting: *September 11, 1993*

Time of Meeting: *3 P.M.*

Place of Meeting: *10205 Aqua Azul Court, Austin, Texas*

Only Members of record at the close of business on *January 1, 1993* are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: *8-27-1993*

*Glenn R. Currie*  
Secretary

Corporate  
Seal

- AGENDA:
- 1. Robofest*
  - 2. Video tape sessions*
  - 3. membership issues*
  - 4. Robot Group Agent*
  - 5. Phone transfer*
  - 6. Organizational issues*
  - 7. Internet access*

Additional pages attached: [] none; []      pages.



NOTICE OF SPECIAL MEETING OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by Karen Pittman, who is authorized to call a special meeting as the representative of the president, Alex Iles.

Date of Meeting: Thursday October 21, 1993.

Time of Meeting: 6:00 PM

Place of Meeting: Space Center, AIL Building,  
204 E. 4th St. Austin

Only members of record at the close of business on January 1, 1993 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Date: 10/11/93

Karen Pittman  
rep. of the president

AGENDA:

present and approve document regarding MEMBERSHIP

present and approve FORM LETTERS for T-Shirts, Membership, and possibly as responses to inquiries from schools, schoolkids.

present and approve FINAL REPORT TO THE CITY for 92-93

present and approve BUDGET for 93-94

- city grant budget
- other revenues budget

PROJECT PROPOSALS for 93-94

- format of proposals
- procedures for soliciting them
- procedures for evaluating and approving them

Disucssion on GROUP POLICIES

PLANS for 93-94

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by  
who is authorized to call a special meeting as

Date of Meeting: Sunday December 12, 1993

Time of Meeting: 2:00 P.M.

Place of Meeting: Space Center, AIL Building,  
204 E. 4th St Austin, Texas

Only Members of record at the close of business on 19 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: 12-1-93

Glenn R. Curie  
Secretary



AGENDA: Robofest

Guidlines for proposal evaluation,  
Evaluation of proposals

- Adoption of group guidlines
- Present form letters of approval, if any or delegate responsibility
- Set deadline for Robofest Proposal evaluations.
- Vote on establishing a group account at a local photocopy service so the group members could easily make copies of group related materials.

Additional pages attached: [] none; [] \_\_\_\_\_ pages.

APPOINTMENT OF PROXY  
FOR MEMBERS' MEETING

I, the undersigned, am a Member of the above Corporation. I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I appoint Glenn R. Currie my true and lawful proxy, and direct said proxy to attend and represent me at the Members' meeting to be held on the date and at the time and place shown below, and any subsequent Members' meeting(s), and any continuation or adjournment thereof, held within eleven (11) months of the date of this appointment.

My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date: 12-16-93

Time: 6:00 PM

Place: AIL Warehouse 205 E 4th St Austin, Tx.

I have signed this proxy on the 16<sup>th</sup> day of Dec. 1993.

Glenn R. Currie  
12-16-93

J.P.M.  
Member

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by *Glenn R. Currie* who is authorized to call a special meeting as *Secretary*

use this  
own  
PROXY  
form

Date of Meeting: *May 17, 1994*

Time of Meeting: *6:30 P.M.*

Place of Meeting: *6912 Chinook Drive, Austin Texas*

Only Members of record at the close of business on *April 1994* are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: 4-28-94

*Glenn R. Currie*  
Secretary

Corporate  
Seal

AGENDA: *Robofest 5*

Additional pages attached: [] none; [] \_\_\_\_\_ pages.

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by

who is authorized to call a special meeting as

Date of Meeting: May 17, 1994

Time of Meeting: 6:30 P.M.

Place of Meeting: 6912 Chinook Drive, Austin Texas

Only Members of record at the close of business on April 1994 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: 4-28-94

Glen R. Currie  
Secretary

Corporate  
Seal

AGENDA: Robofest 5

Additional pages attached: [] none; [ ] \_\_\_\_\_ pages.

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by  
who is authorized to call a special meeting as

Date of Meeting: May 17, 1994

Time of Meeting: 6:30 P.M.

Place of Meeting: 6912 Chinook Drive, Austin Texas

Only Members of record at the close of business on April 1994 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: 4-28-94

Glen R. Currie  
Secretary

Corporate  
Seal

AGENDA: Robofest 5

Additional pages attached: [] none; [ ] \_\_\_ pages.

NOTICE OF SPECIAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT a special meeting of the Members of the Corporation has been called by *Glenn R. Currie* who is authorized to call a special meeting as *Secretary*

*use this  
on  
Proxy  
form*

Date of Meeting: *May 17, 1994*

Time of Meeting: *6:30 P.M.*

Place of Meeting: *6912 Chinook Drive, Austin Texas*

Only Members of record at the close of business on April 1994 are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided upon request.

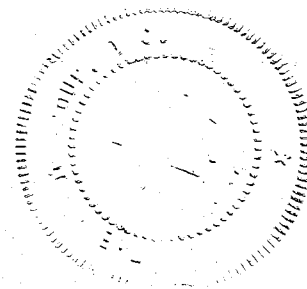
The business of the meeting is to include the agenda items set forth below, and is limited to matters plainly stated therein.

Dated: *4-28-94*

*Glenn R. Currie*  
Secretary

Corporate  
Seal

AGENDA: *Robofest 5*



Additional pages attached: [] none; [ ] \_\_\_\_\_ pages.

APPOINTMENT OF PROXY  
FOR MEMBERS' MEETING

I, the undersigned, am a Member of the above Corporation. I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I appoint Wladimir Kowalski my true and lawful proxy, and direct said proxy to attend and represent me at the Members' meeting to be held on the date and at the time and place shown below, and any subsequent Members' meeting(s), and any continuation or adjournment thereof, held within eleven (11) months of the date of this appointment.

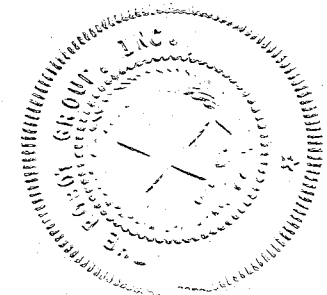
My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date: May 17, 1994  
Time: 3:23 PM  
Place: Naperville, IL

I have signed this proxy on the 17 day of May 1994.

[Signature]  
Member C. Pucio





Meeting of The Robot Group Inc.  
Tuesday September 27, 1994

MINUTES

Held at: 6912 Chinook Drive, Austin TX. 78763

Time: 7:30 P.M.

Attending:

John Witham  
(holding proxy for Karen Pittman, Craig Sainsott, Charline Sainsott)

Glenn R. Currie,  
(holding proxy for Vadim Konradi, Harry Bolch)

Sonia Santana

Tom Davidson

Holly Iles

Alex Iles

Don Colbath

William J. Craig

---

Holly Iles, treasurer for The Robot Group Inc. needs to have signature authority for the groups bank account.

It was proposed and passed on a vote of the members that Holly Iles' name should replace the former group treasurer, Karen E. Pittman's, name on the official signature card at Business Bank One, Westlake Branch, account number: 1881111403.

The signature card currently contains the following names:

Alexander Iles  
Karen E. Pittman  
John K. Witham

The updated signature card should contain the following names:

Alexander Iles  
Holly Iles  
John K. Witham

---

A check was received from the City of Austin in the amount of \$4750.00. This represents the remainder of the City of Austin grant for this year.

The funds were allocated using the formula approved in the April 4, 1994 business meeting.

The following allocation was approved by the members:

Project	Funds allocated
ICS	1012.50
V2 Designs	471.75
Brooks Coleman	224.50
Proto Android	832.50
Flying Machine	157.50
Carlos Puchol	337.50
Outreach	700.00
Tom Davidson	112.50

The Outreach fund was distributed as follows:

Brooks Coleman	250.00
David Santos	450.00

Administrative Expenses  
\$901.25

The meeting was recessed at 8:45 P.M.

Recorded by:

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Glenn R. Currie  
Secretary,  
The Robot Group, Inc.

Notice of Official Meeting of the Members

There will be an official meeting of The Robot Group at Hightime Tea Bar and Brain Gym, 1501 South 1st Street (where 1st Street intersects with Elizabeth Street)

Date: July 21, 1996

Time: 7:00PM

Location: 1501 South 1st Street, Austin Texas.

The agenda for the meeting will include:

Robofest

Gallery space for Robot Group display

Dated: July 6, 1996

Glenn R. Currie  
Secretary  
The Robot Group Inc.

RECORD OF MAILING NOTICE  
OF MEMBERS' ANNUAL MEETING

STATE OF  
COUNTY OF

KNOW ALL PERSONS BY THESE PRESENTS:

On the *21<sup>st</sup>* day of *November* ~~2002~~ *2002* I, the undersigned officer of the Corporation, personally deposited in a mail collection box in the city of *Austin*, state of *Texas*, *18* copies of the attached notice of Members' annual meeting, each copy enclosed in a securely sealed, first class, postage-paid envelope, with one envelope addressed to each person whose name appears thereon, or on the attached list of Members, at the respective address of each as therein set forth, so that each such person was duly mailed a notice.

Having made this declaration, I have attached to it a copy of the notice given, and filed this statement with copy attached in the Corporate Record Book as part of the Corporation's records, all in the normal course of my duties, which include giving notice of Members' meetings, making a statement of mailing of each notice, and filing such statement with a copy of the notice attached.

Signed on this the *21<sup>st</sup>* day of *November* ~~2002~~ *2002*

Corporate  
Seal

*W. R. Cene*  
Secretary



NOTICE OF ANNUAL MEETING  
OF THE MEMBERS

PLEASE TAKE NOTICE THAT the annual meeting of the Members of the Corporation will be held as shown below. The business of the meeting is to include acting on proposals, electing Directors, and the transaction of such other business as may properly come before the meeting or any adjournment thereof. The meeting will consider such matters as may be shown in any proxy statement or agenda enclosed with this notice, but shall not be limited to such matters.

The meeting will be held as shown below:

Date of Meeting: December 5, 2002

Time of Meeting: 7:30 PM

Place of Meeting: 3924 Woodbury  
Suite C  
Austin, Texas

2002 Only Members of record at the close of business on June 15  
are entitled to receive notice of, and to vote at, this meeting.

Members who do not expect to be personally present at the meeting are urged to appoint a proxy to vote for them. Forms for proxies will be provided on request.

Dated: 11-20-2002

Alan R. Curtis  
Secretary

**Agenda**

**for**

**The Robot Group Inc.**

**2002 Annual Meeting of the Members**

**12-5-2002**

- Election of officers and Board of Directors for 2003
- Dues Structure

APPOINTMENT OF PROXY  
FOR MEMBERS' MEETING

I, the undersigned, am a Member of the above Corporation. I hereby revoke any previous proxies.

Retaining full power of substitution and revocation, I appoint my true and lawful proxy, and direct said proxy to attend and represent me at the Members' meeting to be held on the date and at the time and place shown below, and any subsequent Members' meeting(s), and any continuation or adjournment thereof, held within eleven (11) months of the date of this appointment.

My said appointed proxy is authorized to represent me, and to vote, execute consents, and otherwise act for me in the same manner and with the same effect as if I were personally present and acting.

This proxy shall be of no effect at any meeting which I may personally attend.

Date: December 5, 2002

Time:

Place:

I have signed this proxy on the \_\_\_\_\_ day of \_\_\_\_\_  
2002.

\_\_\_\_\_  
Member



SPECIAL  
ARCHIVES OF MEMBERS' MEETINGS

93-5-29	NOTICE OF MTG ON	93-6-10	
93-6-21	NOTICE OF MTG ON	93-7-1	
93-8-27	NOTICE OF MTG ON	93-9-11	
93-10-11	NOTICE OF MTG ON	93-10-21	
93-12-1	NOTICE OF MTG ON	93-12-12	
93-12-16	PROXY APPT	93-12-16	
94-4-28	NOTICE OF MTG ON	94-5-17	4 COPIES $\neq$ ENV.
94-5-17	PROXY APPT		
94-9-27	MINUTES OF MTG HELD	94	
96-7-26	NOTICE OF MTG ON	96-7-21	

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SECTION FOUR: TAX MATERIALS  
CONTENTS

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- I. ACQUIRING AND MAINTAINING TAX-EXEMPT STATUS
- II. RESOLUTION TO APPLY FOR TAX-EXEMPT STATUS
- III. FEDERAL TAXPAYER ID NUMBER APPLICATION
  - IRS FORM SS-4 INSTRUCTIONS
  - IRS FORM SS-4: APPLICATION FOR EMPLOYER/TAXPAYER ID NUMBER

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## ACQUIRING AND MAINTAINING TAX-EXEMPT STATUS

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Not all non-profit corporations are tax-exempt. Non-profit status, by itself, does not confer the advantages of tax exemption. This section contains general information on acquisition and maintenance of federal and state tax-exempt status for non-profit corporations. It assumes that the Articles of Incorporation already contain a specific purpose clause and other language conforming to IRS requirements. Should the Articles not contain a sufficiently detailed clause, they will need to be amended prior to or during the application for federal tax-exempt status. Tax law changes rapidly; therefore the following information about non-profit corporations does not replace the advice of an organization's attorneys and accountants.

### TO REQUEST STATE TAX-EXEMPT STATUS

Statutory non-profit status in Texas does not automatically exempt a corporation from state franchise and sales taxes. To obtain these exemptions, the Corporation must send a letter to the Texas Comptroller asking for them. The letter must state what the Corporation does and be accompanied by copies of its Articles of Incorporation and Bylaws. If the Corporation already has a federal income tax exemption, it must also include a copy of the IRS letter granting exemption. Send the letter to: Comptroller of Public Accounts, Exempt Organizations Section, Capital Station, Austin, Texas 78774.

### TO FILE FOR FEDERAL TAX-EXEMPT STATUS (501(c)(3) AND OTHERS)

Organizations seeking exemption from federal income tax are required to file an application with the IRS. Most types of organizations use application forms specifically prescribed by the Internal Revenue Service, usually Form 1023 or Form 1024. Applications may be obtained by writing the IRS Forms Distribution Center, P.O. Box 9903, Bloomington, IL 61799, or calling 1-800-TAX-FORM (829-3676). When no application form

exists for your type of organization, application for exemption is by letter to the IRS District Director. The letter must be signed by an officer of the organization and should contain the name and telephone number of the person to contact and other information as explained in IRS Publication 557, "Tax Exempt Status for Your Organization."

An application for recognition of exemption must be accompanied by a certified copy of the organization's Articles of Incorporation and a conformed copy of its current Bylaws or other similar code of regulations. A conformed copy is one that agrees with the original and all amendments to it and is either signed by a principal officer or accompanied by a written declaration, signed by an authorized officer of the organization, certifying that the document is a complete and accurate copy of the original. The application must also be accompanied by IRS Form 8718, "User Fee for Exempt Organization Determination Letter," and the appropriate fee.

Every exempt organization must have an employer identification number, whether or not it has employees. If an organization does not yet have an employer identification number, its application for recognition of exemption must be accompanied by IRS Form SS-4, "Application for Employer Identification Number." A copy of this form and its instructions follow this discussion.

The IRS also requires either a statement of receipts and expenditures and a balance sheet for the current year and the last three years (or the full period your organization has existed, if less); or, if the Corporation is less than one year old, the information for the period ending sixty (60) days before the date of application, a proposed budget for two (2) full accounting years, and a current statement of assets and liabilities. If the organization has not begun doing business yet, the proposed two-year budget and statement of assets is generally sufficient. All actual and proposed receipts and expenditures must be shown in detail. Some applications also require a statement of proposed activities.

It is best not to submit originals of irreplaceable documents. All documents submitted become part of the IRS file and cannot be returned. Every attachment should show an identifiable heading stating that it is an attachment to the application form, with the name and address of your organization, and the date submitted.

File the application with the District Director for the district in which your organization's principal place of business is located. In Texas, this address is: Internal Revenue Service, EP/EO Division, Mail Code 4950 DAL, 1100 Commerce Street, Dallas, Texas 75242. The District Director may: (1) issue a favorable determination letter to your organization, (2) deny exempt status, (3) refer the case to the National Office for issuance of a ruling, (4) request more information, or (5) return an incomplete application for completion.

#### TO LIMIT PUBLIC INSPECTION

Documents filed with applications for exemption are subject to public inspection and copying. Any information filed with the application that relates to a trade secret, patent, process, style of work, or apparatus may be withheld from public inspection, if so requested, at the pleasure of the Commissioner. A request to withhold information should identify the material (by document, page, paragraph, and line) by clearly marking it "NOT SUBJECT TO PUBLIC INSPECTION." A request to withhold should state why the information should not be released, and must be filed with the documents containing the information to be withheld. Note that the Corporation is required to make its exemption application available for public inspection. All exempt organizations that are not "private foundations" (defined below) are required to file annual information returns and to make the three (3) most recent of these available for public inspection.

#### TO APPEAL AN ADVERSE RULING

If an application for tax-exempt status is rejected, the organization may request Appeals Office consideration. A protest must be submitted to the District Director within thirty (30) days of the date of the adverse determination letter, and may request an Appeals Office conference.

The protest should contain at least the following information:

1. The organization's name, address, and employer identification number;
2. A statement that the organization wants to protest the determination;
3. The date and symbols on the determination letter;

4. A notarized statement of facts supporting the organization's position in any contested factual issue, sworn to under penalties of perjury;
5. An outline of the law or other authority the organization is relying on; and
6. Whether a conference at the Appeals Office is desired.

If an organization has exhausted all administrative remedies, then, in certain cases, the organization may seek a declaratory judgment from the U.S. Tax Court, the U.S. Claims Court, or the U.S. District Court for the District of Columbia. This remedy is available from adverse determinations (or failure by the Service to make a determination) on the initial or continuing qualification or classification of an organization as an exempt organization. A declaratory judgment can be sought only after all administrative remedies have been exhausted, or, if the Service has not issued a notice of final determination, 270 days have elapsed since the organization requested a determination as to the issue in question, and the organization has taken, in a timely manner, all reasonable steps to secure such determination. The administrative remedies that must be exhausted within the IRS include the filing of an application for tax-exempt status, the timely submissions of all additional information requested, and use of all administrative appeals available within the IRS.

#### SOME REQUIREMENTS FOR FEDERAL 501(c)(3) STATUS

An organization may qualify for tax-exemption benefits under § 501(c)(3) of the Internal Revenue Code (IRC) only if organized and operated as a corporation, community chest, fund, or foundation. Trusts are funds or foundations, and therefore qualify, but individuals and partnerships do not qualify. The organization must be organized exclusively for charitable, religious, educational, scientific, or literary purposes, or for testing for public safety, fostering national or international amateur sports competition (without providing athletic facilities or equipment), or the prevention of cruelty to children or animals. The Articles of Incorporation must limit the corporation's purposes to one or more of these approved purposes, and must provide that upon dissolution all assets be distributed to exempt organizations or to a federal, state, or local governmental agency for public purposes.

TYPES OF ORGANIZATIONS THAT MAY QUALIFY FOR TAX-EXEMPT STATUS  
UNDER IRC § 501(c)(3)

Automatic Exemptions

The following organizations do not have to file IRS Form 1023 if they meet the requirements of IRC § 501(c)(3). However, it is recommended that all organizations obtain a determination of tax-exempt status, if only to protect donors and the managers of the Corporation from future liability.

- (1) Churches, interchurch organizations of local units of a church, conventions or associations of churches, or integrated auxiliaries of a church, such as a men's or women's organization, religious school, mission society, or youth group.
- (2) Any organization other than a private foundation that normally does not have more than \$5,000 annually in gross receipts. This requirement is met if:
  - (a) During its first tax year the organization received gross receipts of \$7,500 or less;
  - (b) During its first two (2) years the organization had a total of \$12,000 or less in gross receipts; or
  - (c) If the organization has been in existence for at least three (3) years, the total gross receipts received during the immediately preceding two (2) years plus the current year are \$15,000 or less.

An organization which exceeds the above amounts must file IRS Form 1023 within ninety (90) days of the close of the tax year in which these limits were exceeded, unless it has already filed that form.

- (3) If the organization is a subordinate one controlled by a central organization (for example, a church or the Boy Scouts), the central organization may have been issued a group exemption letter that covers the subsidiary chapter. In that case, no separate application is required for the subsidiary.

Private Foundations

Every exempt organization is considered a private foundation unless it notifies the IRS within fifteen (15) months of the end of the month in which it was organized that it is a public charity (defined below) rather than a private foundation, by filling out Part IV of IRS Form 1023.

Private foundations are subject to an excise tax on net investment income, which is paid when the annual report is filed. They are also required to have special provisions in their Articles of Incorporation in addition to those required for IRC § 501(c)(3) organizations.

#### Public Charities

Under IRC § 509(a), many organizations are excluded from the definition of "private foundation." These include:

- (1) Churches and conventions or associations of churches (discussed above);
- (2) Educational organizations such as schools and universities;
- (3) Hospitals and their related medical research organizations;
- (4) Endowment funds owned and operated exclusively to benefit certain state and municipal colleges and universities;
- (5) Organizations that receive more than one-third of their total support from governmental units and the general public ("publicly supported organizations"); and
- (6) Organizations that test products for public safety.

#### OPERATION TO MAINTAIN COMPLIANCE WITH TAX LAWS

If an organization amends its Articles of Incorporation or Bylaws, a conformed copy of the changes must be submitted to the IRS District Director. (An organization that is covered by a group exemption letter should submit two copies of these changes.) Such amendments may be filed with the annual IRS filing.

Every employer (including organizations exempt from federal income tax) who pays taxable wages to employees is responsible for withholding, depositing, paying, and reporting federal income tax, social security taxes (FICA), and federal unemployment tax (FUTA) for such wage payments, unless that employer is specifically excepted by statute from such requirements or if such are clearly inapplicable.



## POLITICAL EXPENDITURES

Organizations other than private foundations that make certain political expenditures may be liable for excise taxes on those expenditures. Certain organizations that lose their tax-exempt status due to lobbying expenditures may also be liable for excise taxes on those expenses. Managers of organizations that make political or lobbying expenditures may also be liable for additional excise taxes.

## TAX ON UNRELATED BUSINESS INCOME OF EXEMPT ORGANIZATIONS

Many exempt organizations operate trades or businesses that further their exempt purposes. Others operate trades or businesses that have little or no relationship to their exempt purposes except to provide funds to carry out those purposes. This second type of income is called "unrelated business income" and is taxed.

An exempt organization's income from debt-financed property is treated as unrelated business income and is subject to federal income tax. In general, debt-financed property is any property, such as rental real estate, corporate stock, or tangible personal property, that is financed by debt and held by an exempt organization to produce income.

With the exception of trusts, organizations pay tax on unrelated business income at corporate tax rates. An exempt organization subject to the tax on unrelated business income must file its income tax return on IRS Form 990-T, Exempt Organization Business Income Tax Return, and any required supporting forms and schedules. This return is required only if the annual gross income from unrelated business is \$1,000 or more. This income tax return must be filed by the fifteenth day of the fifth month following the close of the tax year. If the organization expects to pay \$40.00 or more in taxes for the year, it must make quarterly estimated tax payments.

An exempt organization is engaged in an unrelated trade or business if the following three conditions are met:

1. The activity is a trade or business;
2. The trade or business is carried on regularly; and
3. The trade or business is not substantially related to the organization's exempt purposes. (The organization's need for the profits derived from this activity is not a sufficient relationship).

The following activities are specifically excluded from the definition of unrelated trade or business:

1. Any trade or business in which substantially all the work is performed for the organization without compensation;
2. Any trade or business carried on by an organization described in IRC § 501(c)(3) or by a state college or university primarily for the convenience of its members, students, patients, officers, or employees; and
3. Any trade or business that consists of selling merchandise, substantially all of which has been received by the organization as gifts or contributions.

## Bibliography

Although no substitute for the advice of accounting and legal advisors, the following IRS books and publications offer more current and complete information than the foregoing general summary.

### Available from your local IRS office:

Pub. 557, "Tax-Exempt Status for Your Organization."

Package 1023, "Application for Recognition of Exemption (Under Section 501(c)(3) of the Internal Revenue Code)."

Package 1024, "Application for Recognition of Exemption (Under Section 501(a) or for Determination under Section 120)."

Form 8718, "User Fee for Exempt Organization Determination Letter Request."

Pub. 598, "Tax on Unrelated Business Income of Exempt Organizations."

Pub. 578, "Tax Information for Private Foundations and Foundation Managers."

Pub. 526, "Charitable Contributions."

Pub. 561, "Determining the Value of Donated Property."

Pub. 892, "Exempt Organization Appeal Procedures."

### Available from the IRS Headquarters:

Exempt Organizations Handbook. (ATTN: PM:S:DS:P:RR)

Private Foundations Handbook. (ATTN: TX:D:F:RR:)

Write to: ATTN:  
IRS  
1111 Constitution Avenue NW  
Washington, DC 20224

RESOLUTION TO APPLY FOR TAX-EXEMPT  
STATUS UNDER THE INTERNAL REVENUE CODE

WHEREAS, the Corporation has been formed under the Texas Non-Profit Corporation Act, and

WHEREAS, federal tax-exempt benefits can only be granted by the Internal Revenue Service, and

WHEREAS, state tax exemptions can only be granted upon further application to the Texas Comptroller,

IT IS THEREFORE RESOLVED, that the Secretary and Treasurer make application to the Internal Revenue Service for federal tax-exempt status under the appropriate section(s) of the Internal Revenue Code of the United States, and make further application to the Texas Comptroller for state tax-exempt status. It is further resolved that the officers of the Corporation be, and they hereby are, directed to take any and all lawful action necessary, convenient, or ancillary to obtaining and maintaining such tax-exempt status.

Upon motion duly made, seconded, and unanimously carried, the resolution was adopted.

Dated this, the \_\_\_\_\_ day of \_\_\_\_\_, 1992.

Corporate  
Seal

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

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FEDERAL TAXPAYER ID NUMBER APPLICATION

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INSTRUCTIONS FOR FORM SS-4

These instructions are designed to help you in filling out Form SS-4, Application for Employer Identification Number.

FORM SS-4, APPLICATION FOR EMPLOYER ID NUMBER

This form should be filed as soon as possible. It tells the IRS that you have started a business, and asks the IRS to assign an "Employer Identification Number" (EIN) to the business. This number should appear on all correspondence with the IRS: it is the business equivalent of an individual's Social Security Number. (If the Corporation is electing federal tax-exempt status, you should notify the IRS of such status with your first communication: you should file Forms SS-4 and 1023 or 1024 together.) If waiting four weeks for a reply from the IRS is inconvenient, an officer of the Corporation can call the IRS and receive the number immediately. After the SS-4 is filled out, call the IRS at (512) 462-7843 (M-F, 7:30 a.m. to 7:00 p.m.). The operator will assign you an EIN. You must write the EIN in the upper right-hand corner of Form SS-4, and then mail it to the IRS within five days. The IRS office that records these forms for Texas businesses is:

IRS-Austin Service Center  
Austin, Texas 73301

INTERNAL REVENUE SERVICE  
DISTRICT DIRECTOR  
1100 COMMERCE STREET  
DALLAS, TX 75242-0000

DEPARTMENT OF THE TREASURY

Date: MAY 18 1995

THE ROBOT GROUP  
P O BOX 164334  
AUSTIN, TX 78716

Employer Identification Number:  
74-2670010  
Case Number:  
755091034  
Contact Person:  
ANNETTE SMITH  
Contact Telephone Number:  
(214) 767-6023  
Accounting Period Ending:  
December 31  
Form 990 Required:  
Yes  
Addendum Applies:  
Yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

Donors may deduct contributions to you as provided in section 170 of the

Letter 947 (DO/CG)

THE ROBOT GROUP

Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

THE ROBOT GROUP

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

A handwritten signature in cursive script that reads "Bobby E. Scott". The signature is written in black ink and is positioned above the typed name.

Bobby E. Scott  
District Director



THE ROBOT GROUP

Pursuant to Revenue Procedure 92-85, you have been granted an extension of the 15-month filing period fixed by section 1.501-1(a)(2) of the Income Tax Regulations. Accordingly, your exemption is effective December 17, 1992.



COMPTROLLER OF PUBLIC ACCOUNTS  
STATE OF TEXAS  
AUSTIN, 78774

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office  
THE ROBOT GROUP

is exempt from payment of franchise tax and consequently is in good standing with this office.

GIVEN UNDER MY HAND AND SEAL  
OF OFFICE in the City of Austin,  
this 15th day of May, 1997 A.D.

JOHN SHARP  
Comptroller of Public Accounts

Charter/COA NO.: 012533444-1  
Form 05-303 (1-91/2)

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SECTION FIVE: MEMBERSHIP ROSTER

CONTENTS

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I. MEMBERSHIP ROSTER













AS OF 2000-01-9

ATTORNEY IS JOEL BENNETT  
316 W 12TH, STE. 101  
AUSTIN TX 78701  
PHONE 512-476-8595

DIRECTORS ARE:  
GLENN CURRY  
DON COLBATH  
TOM DAVIDSON  
ERIC LUNDQUIST

INITIAL DIR'S WERE

-ALEY

-BILL

-SANTOS

OFFICERS ARE:  
PRESIDENT EDWIN WISE  
VP KEVIN DERICHS?  
TREASURER MELISSA WISE  
SECRETARY DEREK BRIDGES

From "Derek Bridges" <bridges@ieee.org>  
Subject [Robotgroup] Official mailing address for The Robot Group  
Date Fri, June 22, 2007 8:10 am  
To "Robot Group" <robotgroup@puremagic.com>

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We now have a P.O. Box at the South Congress Post Office near Congress and Ben White. It will serve as the official mailing address for The Robot Group. At this time Vern and I have keys and there are two more spare keys. We will be changing our mailing address with the bank, the State Comptroller and other correspondents soon. The address is:

The Robot Group  
P.O. Box 41563  
Austin TX 78704-1563

Derek

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Robotgroup mailing list  
[Robotgroup@puremagic.com](mailto:Robotgroup@puremagic.com)  
<http://lists.puremagic.com/cgi-bin/mailman/listinfo/robotgroup>

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Executor  
The Estate of Thomas Morin  
P.O. Box 665  
Alamo, TX  
78516-0665

To Whom It May Concern:

SUBJECT: RETURN OF ROBOT GROUP INC PROPERTY

As you may know, Tom Morin was a long time member of the Robot Group, Inc., a 501(c)3 not-for-profit corporation in the State of Texas. What you may not know is that he was involved in a group project to construct a device known as a 3-D CNC Mill. This device was very nearly completed and represents the accumulated time and money of many members over a long period of time and represents a substantial investment to our small group. With the untimely passing of Tom, it has come to our attention that members of Tom's family may have mistaken this device as Tom's personal property and removed it from his apartment. Members of the Robot Group did not learn of Tom's passing until after the equipment was removed.

As the executor of Tom's estate, we respectfully ask that the 3D Mill, its associated power supply and laptop computer be returned to its owners, The Robot Group, Inc. We would be willing to pick up the equipment in the Rio Grande Valley at a mutually agreed upon date and time. Please respond to us in writing within 10 days (or by telephone at **512-328-8947**) so that we can best determine how to proceed.

Please. It is the right thing to do and is certainly what Tom would have wished for.

Respectfully,



Vern Graner, President  
The Robot Group, Inc.

VERN GRANER  
2213 KAISER DRIVE  
AUSTIN TX 78748



# GROUP MEAL ORDER FORM

SUBTOTAL

N S RR 620

KITCHEN=WHITE CUSTOMER=YELLOW CLERK=PINK

P/U Day & Date: Sun / 12/19	P/U Time: 5:00	Date & Time Ordered: 12/31 1:00
Customer: Kimberly Granen	Company: Robot Group	Phone: 77-5196

✓	ITEM	( )	PEOPLE	NOT A Price	SELLER	PACKER
	TOTAL #'S		25#			
	BRISKET		12#		KIRBY	
	TURKEY		8#			
	SAUSAGE		5#			
	PORK LOIN					
	SPICY CHOPPED					

	BEANS		1.5 gallon		KIRBY	/	
	NEW POTATOES						
	CORN		1.5 gallon				pm
	POTATO SALAD		1.5 gallon				
	COLE SLAW						

	BREAD		5		KIRBY	
	PICKLES		1/2 gal			
	ONIONS		1/2 gal			
	JALAPENOS (whole)		2 lbs			
	SAUSE		3			
	FORKS/SPOONS/TONGS/TABLECLOTH		8/16/16/1			
	PLATE PACKS/MENUS/SERVING TIPS		55/50			

	ICED TEA		5		KIRBY	
	CUPS/LEMONS		20/50			
	ICE BOX/ ICE SCOOP		2/1			

✓	ADD-ONS	( )	PEOPLE	NOT A Price	SELLER	PACKER

<b>GROUP MEAL PRICES PER PERSON:</b>	10-29 People \$8.75	NOT A Price	30-49 People \$8.25	50+ People \$8.00
SALES PRICE (BEFORE TAX)	400.00			
ADD-ONS				
SUBTOTAL				
SALES TAX	27.00			
<b>TOTAL PRICE</b>		<b>CASHIER #:</b>	<b>PAYMENT:</b> CHECK	
<b>A/R ACCOUNT:</b>	<b>NAME:</b>	<b>SIGNATURE:</b>		

Tax EXEMPT