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**FLORIDA NON-PROFIT CORPORATION
METROPOLITAN ENVIRONMENTAL TRAINING ALLIANCE**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 13, 2001

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: METROPOLITAN ENVIRONMENTAL TRAINING ALLIANCE
REF: W01000003179

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

CORPORATIONS MAY FILE USING ONLY THE CORPORATE NAME. PLEASE DELETE ANY REFERENCE TO THE DOING BUSINESS AS NAME IN YOUR DOCUMENT. IF YOU WISH TO REGISTER A FICTITIOUS NAME YOU MAY DO SO BY SUBMITTING THE APPROPRIATE FEES TO THIS OFFICE.

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Becky McKnight
Document Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF**

METROPOLITAN ENVIRONMENTAL TRAINING ALLIANCE, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name and Principal Office

The name of this Corporation shall be:

Metropolitan Environmental Training Alliance, Inc.

Its principal office shall be located at a place to be established by the Board and may be changed from time to time by a majority vote of the Board. The term "Majority" shall mean fifty percent plus one (50% + 1), except where otherwise provided. The initial office of the Corporation, and the initial mailing address, shall be located at 3319 Maguire Blvd., Suite 232, Orlando, FL 32803-3767.

ARTICLE II

Term

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purpose

The purposes for which this Corporation is organized are exclusively educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

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- A. To work toward the goal of providing quality environmental compliance training and education at the lowest possible cost (or no cost) through cooperation with various public agencies and private business;
- B. To encourage and facilitate full participation in the development and implementation of environmental compliance training programs, goals and activities by Members and Associates of the Corporation;
- C. To actively expand the topics of training to include the broadest, most diverse range of subjects in the environmental field;
- D. To encourage development of environmental compliance training programs that are of interest and use to local governments and business;
- E. To seek out and encourage the participation of the business community in supporting the production of various workshops and training sessions;
- F. To encourage and conduct educational seminars or programs including training in environmental compliance and workshops on environmental issues;
- G. To provide an opportunity for Members, Associates and others to become better informed on environmental compliance issues of local and regional interest to ensure an awareness of local environmental compliance problems and solutions;
- H. To raise, receive, maintain, distribute and administer funds for the purpose of producing environmental education, including training workshops; and
- I. To provide a forum for encouraging and recognizing innovative, creative projects that address environmental concerns.
- J. The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

Members

The Charter Members of this Corporation shall be Orange County, Seminole County, City of Orlando, Greater Orlando Aviation Authority, Reedy Creek Improvement District and Central District Office of the Florida Department of Environmental Protection (the "Member Entities"). The qualification for additional Member Entities, the manner of their acceptance and removal and the rights of the Corporation, the terminated member and the remaining members shall be as

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regulated by the Bylaws. Membership is nontransferable. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 3319 Maguire Blvd., Suite 232, Orlando, FL 32803-3767 and the name of the initial registered agent of this Corporation is Corpdirect Agents, 103 North Meridian, Lower Level, Tallahassee, Florida 32301.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of nine (9) directors. The number of directors of this Corporation and the procedures for electing or appointing such Directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than four (4), nor more than nine (9). At least three (3) of the directors shall also be officers. The names and street addresses of the initial directors of this Corporation are:

Raymond Zimmerman, Chairperson
600 Central Park Dr.
Sanford, FL 32771

Dan Dashtaki, Director
5100 L.B. McLeod Road
Orlando, FL 32811

Fredrick H. Jones, Vice Chairperson
6501 Magic Way
Orlando, Florida 32809

Jeff Prather, Director
400 Rinehart Road
Lake Mary, FL 32746

Stephanie McCarty, Secretary
Environmental Permits / Trailer #R39
PO Box 10,000
Lake Buena Vista, Florida 32830

Robert T. Snyder, Director
9736 132nd Terrace
Live Oak, FL 32060-0617

Maria Lachney, Treasurer
5100 L.B. McLeod Road
Orlando, FL 32811

Tom Waters, Director
1634 SR 419
Longwood, FL 32750

Lu Burson, Director
3319 Maguire Blvd., Suite 232
Orlando, FL 32803-3767

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ARTICLE VII**Incorporator**

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Robert T. Snyder
9736 132nd Terrace
Live Oak, FL 32060-0817

ARTICLE VIII**Bylaws**

The Bylaws shall govern all operations of this Corporation and shall be in conformance with and compatible with Robert's Rules of Order and the requirements of Internal Revenue Code Section 501(c)(3) and the Regulations thereunder, as now in force or hereafter amended. The power to adopt, alter, amend or repeal Bylaws shall be vested in a majority vote of the Members present at a duly noticed meeting.

ARTICLE IX**Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X**Restrictions and Interpretation**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Code Section 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Code Section 501(c)(3) as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or in-directly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

ARTICLE XI

Dissolution

Dissolution of the Corporation shall require a vote of two-thirds (2/3) of the Members present at a duly noticed Membership meeting.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

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IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereto set his hand and seal this fifth day of February, 2001, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

Robert T. Snyder
Robert T. Snyder

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5TH day of FEBRUARY, 2001, by Robert T. Snyder.

Stephanie S. Lalonde

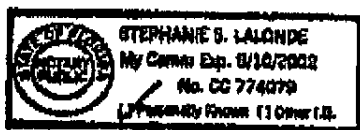
Name: Stephanie S. Lalonde

Notary Public, State of Florida

Personally Known

Produced Identification

Type of Identification: _____



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 617.0202, 48.091 and 607.0501, Florida Statutes, the following is submitted:

Metropolitan Environmental Training Alliance, Inc., desiring to organize as a domestic corporation not-for-profit, under the laws of the State of Florida, with its principal place of business at 3319 Maguire Blvd., Suite 232, Orlando, FL 32803-3767, has named and designated **CORPDIRECT AGENTS**, with its registered office located at **103 North Meridian, Lower Level, Tallahassee, Florida 32301**, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for Metropolitan Environmental Training Alliance, Inc. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13 day of February, 2001.

CORPDIRECT AGENTS

By: [Signature]

As its: Agent

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