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FLORIDA PROFIT/NON PROFIT CORPORATION

Building Energy Assessment Professionals, Inc.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

**BUILDING ENERGY ASSESSMENT PROFESSIONALS, INC.,
a Corporation Not for Profit**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the state of Florida.

ARTICLE I

The name of the Corporation is **Building Energy Assessment Professionals, Inc.**, a corporation not for profit, and the street and mailing address of the Corporation is 3960 Via Del Rey, Bonita Springs, FL 34134.

ARTICLE II

The street address of the initial registered office of the corporation shall be Naples Law Group, PL, 1575 Pine Ridge Road, Suite 10, Naples, Florida 34109, and the name of the initial registered agent at that address shall be **John P. White**.

ARTICLE III

The name and address of the incorporator is as follows:

John P. White
1575 Pine Ridge Road, Suite 10
Naples, Florida 34109

ARTICLE IV

The Corporation is organized exclusively for charitable, religious and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a business league or boards of trade purpose consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. With the scope of the foregoing, the Corporation is specifically organized and empowered:

- To promote, foster and advance public understanding of the energy assessment industry;

Prepared By: John P. White
Naples Law Group, PL
1575 Pine Ridge Road, Suite 10
Naples, Florida 34109
Florida Bar No. 170000
Telephone (239) 649-7777

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- To provide a forum for the sharing of issues, ideas, products, concepts, information, processes, and procedures relating to the energy assessment industry;
- To promote cooperation and liason between and among its members and those persons, organizations and agencies serving the energy assessment industry or otherwise having an interest in the establishment, administration, and use of energy rating assessments for commercial, industrial and residential building structures in the southern and southeastern regions of the United States.
- To promote the use and development of energy efficient buildings and building systems and the establishment, adoption and use of uniform standards to measure the energy efficiencies of buildings and building systems.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 this Article.

ARTICLE V

In pursuit of the purposes for which it was formed, this Corporation shall have the power to acquire real and personal property by gift, devise or bequest, purchase, lease, or otherwise; to sell, convey, exchange, lease, or otherwise dispose of real or personal property owned by it; to borrow money and to give its notes or other obligations therefore, and to secure payment thereof by mortgage, pledge, or other encumbrance of property owned by it or any part thereof; and to enter into contracts or agreements to obtain coaching or training players, to obtain equipment and materials necessary or convenient to compete in properly sponsored competitions, to carry on any other activity within the general scope of providing or carrying out the other purposes of the Corporation set forth in these Articles and permitted by the laws of the United States and the State of Florida.

ARTICLE VI

The affairs of the Corporation (except the election of the Board of Directors) shall be managed by a Board of Directors. The powers of the Board of Directors, the qualifications for serving as a director, and the manner of selection of directors shall all be specified in the Corporation's bylaws. The number of directors may be increased or diminished from time to time, as provided in the Corporations's bylaws, but shall never be less than three (3), nor more than nine (9). The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

John R. Kiefer
3960 Via Del Rey
Bonita Springs, FL 34134

Dennis Stroer
121 Triple Diamond Blvd, #6
North Venice, FL 34275

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Arlene Zavocki Stewart
P.O. Box 5818
Gainesville, FL 32627

ARTICLE VII

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

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code. The Corporation shall make a Section 501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(6) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(a), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section (a) of the Code, then in that event, the Corporation:

- a. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and
- b. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII

The Corporation is to exist perpetually.

ARTICLE IX

Except as otherwise provided in these Articles, these Articles of Incorporation and the Bylaws of the Corporation may be amended, altered, restated or repeated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

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ARTICLE X

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(6) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation on this August 26, 2010.



John P. White, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Building Energy Assessment Professionals, Inc.

2. The name and street address of the registered agent and registered office is:

John P. White
Naples Law Group, PL
1575 Pine Ridge Road, Suite 10
Naples, Florida 34109

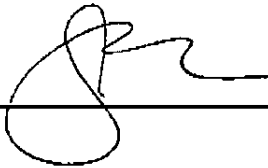
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Dated this August 26, 2010.

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.



John P. White