

N95 00000 1092

LEBOEUF, LAMB, GREENE & MACRAE LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

50 N LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

19041 354 8000

FACSIMILE 19041 353 1673

WRITER 5 DIRECT DIAL

LOS ANGELES
NEWARK
PITTSBURGH
SALT LAKE CITY
SAN FRANCISCO

BRUSSELS
LONDON
MOSCOW

February 24, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED 1-4 11 1 1995
6327275 DIVISION OF CORP
***122.50 ***122.50

Re: Environmental Bankers Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is our client's check in the amount of \$122.50 representing:

| | |
|---|-----------------|
| Filing Fee | \$ 35.00 |
| Registered Agent Fee | \$ 35.00 |
| Fee for One Certified Copy of Articles | <u>\$ 52.50</u> |
| TOTAL | \$122.50 |

Please forward to us a certified copy of the Articles after filing.

Very truly yours,

Melinda Mantor
Legal Assistant

Enclosures
cc: Michael B. Kirwan (w/o encl.)

W95.4430

511,626

MAH
3-8-95

KON 2-28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1995

MELINDA MANTOR, LEGAL ASST.
50 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

SUBJECT: ENVIRONMENTAL BANKERS ASSOCIATION, INC.
Ref. Number: W95000004430

We have received your document for ENVIRONMENTAL BANKERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1410.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 695A00008877

will wait



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 8, 1995

Michael B. Kirwan
Attorney at Law
LeBoeuf, Lamb, Greene & MacRae
50 N. Laura Street
Suite 2800
Jacksonville, FL 32202-3650

Dear Mr. Kirwan:

Re: "Environmental Bankers Association, Inc."

Your letter of March 6, 1995, requests approval for use of the above-referenced name.

It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL BANKERS ASSOCIATION, INC.
(A Corporation Not-For-Profit)

FILED

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SECRET

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SEA

ARTICLE I
CORPORATE NAME

The name of this not-for-profit corporation is ENVIRONMENTAL BANKERS ASSOCIATION, INC. (the "Corporation").

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 1020 Fairfax Street, Suite 201, Alexandria, Virginia 22314. The Corporation may maintain additional offices at such other places as the Board of Governors shall designate.

ARTICLE IV
BOARD OF GOVERNORS

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Governors consisting of not less than three (3) nor more than fifteen (15) persons. The number of members of the initial Board of Governors shall be five (5) persons. The number of members of the Board of Governors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation. *

ARTICLE V
PURPOSES

The purposes for which the Corporation is formed are to promote the common business interest of its members with regard to environmental issues which shall include, among other things permissible for corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the presentation of information and opinions to government agencies, and the promotion

* The Board of Governors shall be selected by the membership, as provided in the Bylaws of the Corporation.

of improved business standards and methods and uniform business practices.

ARTICLE VI
INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, governors, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII
REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be 50 N. Laura Street, Suite 1800, Jacksonville, Florida 32203-0789 and the name of its registered agent at said address shall be James L. Kammert.

ARTICLE VIII
OFFICERS

The officers of the Corporation shall be those officers provided by the Bylaws, and such other officers as the Board of Governors may from time to time by resolution create. Any two or more offices may be held by the same person.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is James L. Kammert, 50 North Laura Street, Suite 1800, Jacksonville, Florida 32203-0789.

ARTICLE X
STOCK

The Corporation shall be organized on a nonstock basis.

ARTICLE XI
MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Corporation's Bylaws. Each member shall be entitled to one vote on each matter to be voted upon by the members.

ARTICLE XII
BYLAWS

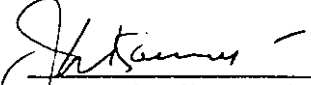
The Board of Governors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Governors, or by following the procedure set forth in the Bylaws.

ARTICLE XIII
DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, or pro rata to its then existing members in good standing if such pro rata distribution is then permitted at the time of dissolution by section 501(c)(6) of the Internal Revenue Code.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 1995.

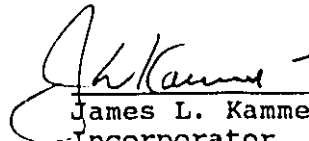


James L. Kammert
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Environmental Bankers Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Alexandria, State of Virginia, has named James L. Kammert, located at 50 N. Laura Street, Suite 1800, Jacksonville, Florida 32203-0789, as its agent to accept service of process within Florida.




James L. Kammert
Incorporator

February 21, 1995
Date

95 MAR 2 PM 2:56

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, James L. Kammert hereby agrees to act in this capacity, and James L. Kammert further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



James L. Kammert

February 21, 1995
Date