



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, FL 32301  
(850) 681-6528

N 9800004454 HOLD

FOR PICKUP BY  
UCC SERVICES

OFFICE USE ONLY (Document #)

681412

500002605565--2

-08/03/98--01071--019

\*\*\*122.50 \*\*\*122.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Reid B. Hughes Foundation for  
Environmental Leadership & Advocacy, Inc.

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

**RUSH**

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

RECEIVED  
98 AUG -3 PM 12:29  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED

98. AUG -3 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

P Hall

AUG -3 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**REID B. HUGHES FOUNDATION FOR ENVIRONMENTAL**  
**LEADERSHIP & ADVOCACY, INC.**

FILED  
98 AUG -3 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Florida corporation not for profit

**ARTICLE 1**  
**NAME**

The name of this corporation is: Reid B. Hughes Foundation For Environmental Leadership & Advocacy, Inc.

**ARTICLE 2**  
**DURATION**

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

**ARTICLE 3**  
**GENERAL PURPOSES**

1. The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, and within these restrictions, to engage in activities including but not limited to the following:

a. To develop, operate, and maintain a regular education program in environmental studies, including components which will promote the education and development of community leaders and environmental advocates.

b. To make grants to such one or more organizations engaged in educational activities or activities that support the preservation of the environment, provided the organizations then qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

c. To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with the carrying out of its aforesaid purposes.

d. To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation.

e. To have one or more offices, and to conduct its business and promote its objectives within the State of Florida without restriction as to place or manner.

f. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

g. To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships

or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

h. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as director, trustee, or in any other fiduciary capacity, wheresoever situate.

i. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

j. To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee, or otherwise.

k. To distribute its income for each tax year at such time and in such manner as not to be come subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code).

l. To carry on any other lawful activity in connection with the foregoing which is expected, directly or indirectly, to advance the interests of the Corporation.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, (or the corresponding provisions of any future federal tax code).

6. 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 any candidate for public office.

7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

8. Notwithstanding any other provision of these articles, 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 Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 for the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE 4**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The initial address of the principal office of this Corporation in the State of Florida is 724 South Beach Street, Suite 1, Daytona Beach, Volusia County, Florida, 32114. The initial resident agent of the Corporation shall be Palmetto Charter Services, Inc., a Florida corporation, whose address is 150 Magnolia Avenue, Daytona Beach, Florida 32114. The Board of Directors may, from time to time, change the resident agent by designation filed in the office of the Secretary of State.

**ARTICLE 5**  
**DIRECTORS**

The number of directors constituting the initial board of directors is three (3) and the name and address of each person who is to serve as a member thereof are as follows:

Reid B. Hughes, Sr.  
740 South Beach Street  
Suite 1  
Daytona Beach, Florida 32114

Mary E. Vencill  
740 South Beach Street  
Suite 1  
Daytona Beach, Florida 32114

Lee Bidgood, Jr.  
310 Quay Assisi  
New Smyrna Beach, Florida 32169.

The number of directors may be changed from time to time by the by-laws, except that the number shall at no time be less than three. Directors shall be selected or appointed as stated in the by-laws.

**ARTICLE 6**  
**DISSOLUTION**

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 by distributing them exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future federal tax code), or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

**ARTICLE 7**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

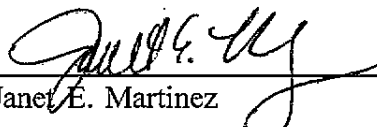
These articles may be amended from time to time as necessary, by the sole member. If the corporation has no members, the articles may be amended from time to time as necessary, by the majority vote of its board of directors.

**ARTICLE 8**  
**INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

Janet E. Martinez  
150 Magnolia Avenue  
Daytona Beach, Florida 32114.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles of Incorporation, this 30<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
Janet E. Martinez

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 1998, by Janet E. Martinez, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:

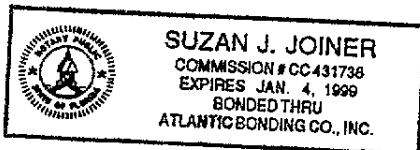
Sign:   
Print: \_\_\_\_\_

State of Florida At Large  
(Seal)

My Commission Expires:

Title/Rank: \_\_\_\_\_

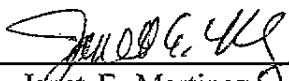
Commission Number: \_\_\_\_\_



CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 617.0501, Florida Statutes, Reid B. Hughes Foundation For Environmental Leadership & Advocacy, Inc. hereby designates Palmetto Charter Services, Inc., a Florida corporation located at 150 Magnolia Avenue, Daytona Beach, Florida 32114 as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

Reid B. Hughes Foundation For  
Environmental Leadership & Advocacy, Inc.


By:   
Janet E. Martinez  
Incorporator

98  
AUG -3 PM 2:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

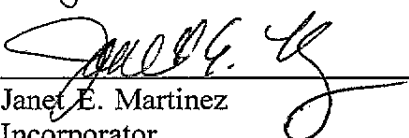
ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Reid B. Hughes Foundation For Environmental Leadership & Advocacy, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES,  
INC., a Florida corporation

By:   
Jonathan D. Kliney Jr.,  
Vice President

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 30<sup>th</sup> day of July, 1998.

  
Janet E. Martinez  
Incorporator