P04000049629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ______ Certificates of Status ______

Special Instructions to Filing Officer:

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2004 MAR 19 P 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W04-10453

UCC FILING & SEARCH SERVICES

UCC FILING & SEARCH SERVICES, INC.
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Tallahassee, Florida 32301
(850) 681-6528

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March 15, 2004

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

Fuel-Tech, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

File 2nd

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

	NEW FILINGS
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

	REGISTRATION/QUALIFICATION
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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March 16, 2004

UCC FILING & SEARCH SERVICES

,

SUBJECT: FUEL TECH, INC.
Ref. Number: W04000010453

We have received your document for FUEL TECH, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit submitted must be notarized before your document can be processed.

Please return the original and one copy of 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 (850) 245-6878.

Alan Crum
Document Specialist
New Filings Section

Letter Number: 504A00017392

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

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 19, 2004

UCC FILING & SEARCH SERVICES

,

SUBJECT: FUEL TECH, INC.
Ref. Number: W04000010453

We have received your document for FUEL TECH, INC.. However, the document has not been filed and is being returned for the following:

Please delete the name FUEL TECH ACQUISITIONS, INC. from tha ffidavit. And replace with FUEL-TECH, INC..

Please return the original and one copy of 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 (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 504A00017392

FILED
2004 MAR 19 P 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 17, 2004

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **FUEL-TECH, INC.**

Gentlemen:

Please accept this letter as authorization from the undersigned corporation for Fuel Tech , Inc., to have the exclusive right to use of the name of the undersigned corporation, including a corporate name change, if applicable.

Fuel-Tech, Inc., has simultaneously filed with your office Articles of Dissolution and requests that your Division simultaneously authorize Fuel Tech , Inc., to register its name as Fuel-Tech, Inc., upon proper application.

FUEL-TECH, INC.

By: Lorella S. Whitten
Lorella S. Whitten
Vice-President

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **LORELLA S. WHITTEN**, well known to me to be the Vice-President of **FUEL-TECH, INC.**, and that she severally acknowledged executing this letter of authorization freely and voluntarily under authority duly vested in her. Said person is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of March, 2004.

Mary Mc

Notary Signature

Notary Stamp:

MARY L. BALLARD
Commission # DD0178237
Expires 1/20/2007
Bonded through
(800-432-4254) Florida Notary Assn., Inc.

CERTIFICATE OF INCORPORATION

OF

FUEL TECH, INC.

FILED
2009 MAR 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapters 607 and 621 of the Florida Statutes ("F.S.")) and the acts amendatory thereof and supplemental thereto, hereby certifies that:

1. Name: The name of the corporation (the "Corporation") is:

   Fuel Tech, Inc.

2. Address: The principal place of business of the corporation is Fuel Tech, Inc., 2680 U.S. Highway 1, Mims, Florida 32754, and its mailing address is Fuel Tech, Inc., P.O. Box 1079, Mims, Florida 32754.

3. Nature of Business; Purposes: The nature of the business to be conducted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the F.S., including, but not limited to, designing, building, manufacturing, assembling, installing and repairing above and underground storgage tanks and systems.

4. Number of Shares: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, $.01 par value, none of which is issued and outstanding.

5. Initial Directors. The name and mailing address of each person who is to serve as a director and member of the Board of Directors until the first annual meeting of the shareholders or until their successors are elected and qualified is as follows:

NAME	MAILING ADDRESS
V. Zubin Mehta	c/o Finger Lakes Capital Partners LLC 400 West 22nd Street, Suite 2R New York, New York 10011
Gregory D. Shalov	c/o Finger Lakes Capital Partners LLC 400 West 22nd Street, Suite 2R New York, New York 10011

Daniel Hill	Tiber Industries, Inc. 5727 Ostrander Road Altamont, NY 12009
Robert Gatta	Tiber Industries, Inc. 5727 Ostrander Road Altamont, NY 12009
John "Jeff" Keegan	Tiber Industries, Inc. 5727 Ostrander Road Altamont, NY 12009

6. Registered Agent; Address. The name and address of the Corporation's registered agent and its office in the State of Florida is United Corporate Services, Inc., 9200 South Dadeland Boulevard, Ste. 508, Miami, Florida 33156.

7. Incorporator. The name and mailing address of the sole incorporator is as follows:

Name	Mailing Address
Eric N. Cohen, Esq.	Wachtel & Masyr, LLP 110 East 59th Street New York, New York 10022

8. Management. For the management of the business and for the conduct of the affairs of the Corporation, and in further definition and not in limitation of the powers of the Corporation and of its directors and of its shareholders, as the case may be, conferred by the State of Florida, it is further provided that:

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its board of directors (the "Board of Directors"). The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Corporation's By-Laws (the "By-laws"). The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

(b) After the original or other By-Laws of the Corporation have been adopted, amended or repealed, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation; provided however, that the Board of Directors shall not make, alter or repeal any By-law pertaining to the number of stockholders or directors required to constitute a quorum at meetings of stockholders and directors.

(c) The books of the Corporation may be kept at such place within or without the State of Florida as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

9. Indemnification.

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for the monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

(b) The Corporation shall indemnify any director or officer of the Corporation and may indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, to best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) The Corporation shall indemnify any director or officer of the Corporation and may indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that be is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner be reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such. person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under paragraphs (b) or (c) of this Article 9 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such paragraphs (b) and (c). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders of the Corporation.

(e) Expenses (including attorneys' fees) incurred by an officer, director, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding as provided herein may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of sack director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation authorized in this Article 9. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions if any, as the Board of Directors of the Corporation deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

(h) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 9 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10. From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the the F.S. at the time in force

may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on the dates set forth below.

Eric N. Cohen, Esq. 3/12/04
Sole Incorporator Date

Registered Agent 3-12-04
Date

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2004 MAR 19 P 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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