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November 13, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC.

P.O. BOX 153

ORMOND BEACH, FL 32175-0153US

SUBJECT: FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC.

REF: 747015

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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC.

(Originally Incorporated under Document Number 747015 on May 2, 1979. Amended and Restated on
March 14, 1991; as Amended and Restated May 25, 2006)

Summary of Change by Amendment

Article I - Name, Principal Place of Business and Duration. Substantive information is the same.

Article II - Registered Office and Agent. Substantive information is the same.

Article III - Corporate Purposes and Powers. Unchanged.

Article IV - Members. Unchanged.

Article V - Income Distribution. Unchanged.

Article VI - Officers. Unchanged.

Article VII - Indemnification. Unchanged.

Article IX - Bylaws. Replaced by Article VII, Bylaws. Substantive information is the same.

Article X - Amendments. Replaced by Article IX, Amendments. Substantive information is the same.

Article XI - Dissolution. Replaced by Article X, Dissolution. Correction made to receiving entity regarding tax status; removed option of receiving entity being a lab.

Article XII - Adoption of Restated Articles. Replaced by Article XI, Adoption of Restated Articles. Substantive information is the same.

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Article IName, Principal Place of Business, and Duration

The name of the Corporation is FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC. The principal place of business of the Corporation is 150 Magnolia Avenue, Daytona Beach, FL 32114. The duration of the Corporation is perpetual.

Article IIRegistered Office and Agent

The address of the registered office in the State of Florida is 150 Magnolia Avenue, Daytona Beach, FL 32114. The name of the registered agent at such address is Palmetto Charter Services.

Article IIICorporate Purposes and Powers

1. The purpose of this Corporation is to train and educate the public in matters concerning the environment and to raise funds for that purpose.
2. The Corporation shall operate exclusively for charitable, religious, scientific, literary, educational and eleemosynary purposes, and in furtherance of such goals, it is authorized to accept, hold, administer, invest and disburse for charitable, religious, scientific, literary, educational and eleemosynary purposes such funds and other property, real, personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other types of contributions and assistance to charitable, religious, scientific, literary, educational and eleemosynary organizations; to receive any property, real, personal or mixed in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditures of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stock, bonds, obligations or other securities of any corporation(s), domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.
3. The Corporation shall have all of the general and specific powers and rights granted to and conferred on a not for profit corporation under Chapter 617, Florida Statutes, appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) and 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended, or any equivalent section of the Internal Revenue Code in effect at the time (the Code); but if at any time the Corporation be deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner so as to prevent the Corporation from being taxed under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943 of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and make any taxable expenditures as defined in Section 4945(d) of the Code.
4. To have and exercise any and all powers, rights and privileges which a Corporation organized under the not for profit corporation law of the State of Florida by law may now or hereafter have or exercise to the extent the same are consistent with its tax-exempt purposes.

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Article IV

Members

The membership of this Corporation shall constitute such persons as from time to time hereafter may become members, as provided in the Bylaws. Membership shall be open to any person desiring to support and promote the goals and programs of the corporation regardless of sex, race, nationality, physical handicap, religious belief or political affiliations. This Corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual monetary gain or profit to its members.

Article V

Income Distribution

No part of the income of this Corporation shall be distributed to its members except as compensation for services rendered.

Article VI

Officers

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be provided in the Bylaws. The Officers shall be elected annually by the Board of Directors or as provided in the Bylaws.

Article VII

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its Directors, Officers, employees, incorporator(s) and agents, and former Directors, Officers, employees and agents, from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Directors, Officers, employees, incorporator(s) and agents in their capacity as such except for willful misconduct or gross negligence.

Article VIII

Bylaws

The Bylaws of the Corporation were adopted by the membership and may be altered, amended or rescinded in the manner provided by the Bylaws.

Article IX

Amendments

These Amended and Restated Articles of Incorporation may be amended, altered or rescinded by the affirmative vote of two-thirds (2/3) of the members of the Corporation voting at any regular or special meeting of the members provided that a quorum is present and further provided that written notice of the proposed amendment, alteration or revision of the Amended and Restated Articles of Incorporation shall be given to members at least thirty (30) days prior to the meeting.

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Article X

Dissolution

In the event of the Corporation's dissolution, the residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal, state or local government for exclusive public purposes. In no event shall any distributions be made to any of the Corporation's members, Officers or Directors.

Article XI

Adoption of Restated Articles

The foregoing Amended and Restated Articles of Incorporation of the FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC., were duly adopted by the Board of Directors of the Corporation, by Written Action adopted on the 10th day of February, 2006, and by the affirmative oral vote of at least two-thirds (2/3) of the Corporation's voting members on the 25th day of May, 2006.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on this 25th day of November, 2006.

(CORPORATE SEAL)

FLORIDA SOCIETY OF ENVIRONMENTAL
ANALYSTS, INC.

By: [Signature]

Treasurer

Attest: [Signature]

Executive Secretary

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, **FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC.** hereby designates Palmetto Charter Services, 150 Magnolia Avenue (Post Office Box 2491) Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

**FLORIDA SOCIETY OF ENVIRONMENTAL
ANALYSTS, INC.**

Treasurer

Executive Secretary

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of **FLORIDA SOCIETY OF ENVIRONMENTAL ANALYSTS, INC.** for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: _____

John P. Ferguson
Vice President

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