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FLORIDA NON-PROFIT CORPORATION

Florida Water Resources Licensing, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
FLORIDA WATER RESOURCES LICENSING, INC.

A Florida Not-for-Profit Corporation

ARTICLE I. NAME

The name of the Corporation is FLORIDA WATER RESOURCES LICENSING, INC., and the initial mailing address and place of business of the Corporation is Florida Water Resources Licensing, Inc., 2970 Wellington Circle West, Tallahassee, Florida 32308

ARTICLE II. PERIOD OF DURATION

This Corporation shall have a perpetual existence, unless dissolved according to law. Corporate existence shall commence upon filing of the Articles with the Secretary of State.

ARTICLE III. STATEMENT OF CORPORATE NATURE, PURPOSES AND POWERS

A. This a non-profit Corporation organized for general purposes pursuant to the Florida Non-For-Profit Corporation Act set forth in Chapter 617, Florida Statutes.

B. The Corporation is organized upon a non-stock basis.

C. The primary purpose for which this Corporation is formed is for the advancement of science and education through administration of certification and licensing programs for water and pollution control operations personnel and to exercise all the powers conferred by law upon corporations not-for-profit.

D. This Corporation shall operate exclusively for such scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.

E. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt under Section 501(c)(3) of the Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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F. No part of the net earnings of this Corporation shall inure to the benefit of any Directors, Officer or other individual. No Director or Officer or other individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. In the event of dissolution and termination of the Corporation, the assets of the Corporation remaining after satisfaction of its liabilities shall be distributed to a nonprofit fund, foundation, or corporation that is then an exempt organization described in Section 501(c)(3) and 170(c)(2) of the Code

ARTICLE IV. OFFICE AND AGENT

The initial registered office of the Corporation in the State of Florida will be located at 2970 Wellington Circle West, Tallahassee, Florida. The registered agent of the Corporation within the State of Florida at the registered office is Richard Bishop, Secretary.

ARTICLE V. BOARD OF DIRECTORS

A. Board. The Board of Directors of the Corporation (known collectively as the "Board" and individually as "Directors") shall consist of twelve (12) total members; three (3) active members from each of the following four (4) organizations: Florida Water Environment Association, Inc., ("FWEA"); Florida Section, American Water Works Association ("FS/AWWA"); Florida Rural Water Association, Inc., (FRWA); and Florida Water and Pollution Control Operators Association, Inc. ("FW&PCOA") (FWEA, FW/AWWA, FWRA and FW&PCOA may be sometimes collectively referred to as the "Organizations" and individually as an "Organization").

B. Election and Term. Each of the Organizations shall, in a process individually determined by the respective Organizations, appoint its three (3) Directors to the Board. Each Director shall begin his term immediately upon appointment and shall continue to serve until a successor is appointed by the Organization he represents, unless he sooner dies, resigns, or has been otherwise removed as set forth in the Bylaws of the Corporation.

C. General Powers. Except as otherwise provided in the Articles of Incorporation or the Bylaws, the powers of this Corporation shall be exercised, its property

controlled, and its affairs conducted by the Board, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate.

D. Rights and Liabilities of Board. The Directors shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Director on the dissolution or winding up of this Corporation. Directors shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments. Each Director shall have one vote at any meeting at which a vote of the Board is taken.

ARTICLE VI. OFFICERS

The Officers of the Corporation shall be a president, one or more vice presidents, a secretary, and a treasurer, and may include such other Officers as may be elected by the Board from time to time. An Officer may serve in more than one capacity. The same person may hold any two or more offices. An Officer must be a Director of the Corporation. The Board of Directors, and committees may be established, in accordance with the Bylaws of the Corporation. The following persons shall serve as Officers until the next election thereof:

<u>NAME</u>	<u>OFFICE</u>
Gary Williams	President
Richard Bishop	Vice President And Secretary
Richard Bishop	Vice President And Treasurer

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ARTICLE VII. MEMBERSHIP

A. Membership Requirements. The membership of the Corporation shall be open to all persons who are found to be interested in the purposes or objectives of this Corporation or its related activities. Application for membership shall be made in writing to the Treasurer, and the application shall be regarded as a guarantee on the part of the applicant of his or her interest in and support for the purposes of this Corporation and of his or her adherence to its Bylaws, rules and regulations. Members may be elected to membership by majority vote of the Board of Directors of the Corporation.

B. Dues and Benefits. The Corporation's Executive Committee, if any, shall, from time to time, after consultation with the Board of Directors, present recommendations to the Board regarding the dues, rights and benefits of membership. The Board of Directors shall consider the recommendations, revise them as the Board deems necessary and proper, and promulgate a schedule of dues, rights and benefits. The schedule may be amended from time to time by the Board of Directors, after consultation with the Committee. No member shall be deemed to have any rights in any such rights and benefits of membership.

C. Termination of Membership. Membership shall terminate upon death or resignation of a member or upon the failure of a member to pay annual dues, if any, within ninety (90) days after the due date.

D. Property Rights. No member shall have any right, title, interest or privilege of, in or to any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such assets or property be distributed to any member on the dissolution or winding up thereof.

E. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment other than annual dues, if any.

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F. Annual Meeting. The annual meeting of the members of the Corporation for such business as may properly come before the meeting shall be held each year at such time and place fixed, from time to time, by or on behalf of the Board of Directors. Business transacted at the annual meeting shall include such business as the Board of Directors shall determine. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the Corporation, nor does such failure affect otherwise valid corporate acts, except as set forth in Section 617.1430, Florida Statutes, relating to a deadlock among the directors or members.

G. Special Meetings. Special meetings of the members may be called by the Board of Directors or the President, or when requested in writing by not less than fifty percent (50%) of the members of the Corporation who are in good standing. A meeting requested by members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made, unless the members requesting the meeting designate a later date; provided, that a meeting called by unanimous request of all members may be held at any time to which they may agree. The call for the meeting shall be issued by the Secretary, unless the President or the Board of Directors shall designate another person to do so. Only business within the purpose or purposes described in the notice required pursuant to Section H. of this Article may be conducted at a special meeting of members.

H. Notice. A written notice of each meeting of members shall be given to each member entitled to vote at the meeting at the address as it appears on the membership records of the Corporation, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. The notice so given shall state the date, time and place of the meeting and, in the case of a special members' meeting, the purpose or purposes for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the member books of the Corporation, with postage thereon prepaid. If a members' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

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I. Waiver of Notice. Members may waive notice of any meeting before or after the date and time specified in the written notice of meeting. Any such waiver of notice must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the appropriate corporate records. Neither the business to be transacted at, nor the purpose of, any members' meeting need be specified in any written waiver of notice. Attendance of a person at a members' meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

J. Record Date. For the purpose of determining members entitled to notice of or to vote at a members' meeting, to demand a special meeting, to act by written consent or to take any other action, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than seventy (70) days nor, in the case of a members' meeting, less than ten (10) days, prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a members' meeting, then the record date for such shall be the close of business on the day before the first notice is delivered to members. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

K. Quorum. A majority of the members shall constitute a quorum for action on that matter at a meeting of members. If a quorum is not present or represented at a meeting of members, the majority of the members represented, and who would be entitled to vote at a meeting if a quorum were present, may adjourn the meeting from time to time.

L. Voting. If a quorum is present, in person or by proxy, the affirmative vote of a majority of the members present at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law. Each member shall be entitled to one vote.

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M. Proxies. A member entitled to vote at any meeting of members or any adjournment thereof may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An appointment of proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. If an appointment form designates two or more persons to act as proxies, a majority of these persons present at the meeting, or if only one is present, that one, has all of the powers conferred by the instrument upon all the persons designated unless the instrument provides otherwise. No appointment shall be valid for more than 11 months after the date of its execution unless a longer period is expressly provided in the appointment form.

N. Member Action Without A Meeting. Any action required or permitted to be taken at any members' meeting may be taken without a meeting, without prior notice and without a vote if the action is taken by the members entitled to vote thereon having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action to be taken, dated and signed by approving members having the requisite number of votes entitled to vote thereon, and delivered to the Secretary or other officer or agent of the Corporation having custody of the corporate minute book in which proceedings of meetings of the Corporation are recorded. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of the Florida Not For Profit Corporation Act.

O. Advisory Nature of All Member Action. Any and all action taken by consent, or at an annual or special meeting of the members, shall be merely a recommendation to the Board of Directors. The Board of Directors may take and follow, or reject, in whole or in part, and in its sole and absolute discretion, any or all such recommendations. Notwithstanding this Section O, should the Board of Directors deadlock on a vote of the Board of Directors, the tie may be broken by action of the members, should the members choose to take such action.

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ARTICLE VIII. BYLAWS.

Subject to the limitation, if any, contained in the bylaws or set forth in the Not-For-Profit Corporation Act of Florida, the bylaws of this Corporation may be made and adopted by, and may be altered, amended or rescinded by the Board.

ARTICLE IX. DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to scientific and educational charitable purposes, and, except as reasonable compensation for services rendered, no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director thereof, or to the benefit of any private individual.

ARTICLE X. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, the assets of the Corporation remaining after payment, or provisions for payment, of all debts and liabilities of the Corporation shall be distributed to a non-profit fund, foundation, or corporation that is organization and operates exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board and presented to the Directors for their vote. These Articles of Incorporation may be amended only by the vote of eighty percent of the Board present at a duly held meeting of the Members at which a quorum is present.

ARTICLE XII. FEDERAL INCOME TAX EXEMPTION

A. Distribution of Income. The Corporation shall distribute its income for each taxable 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.

B. Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

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C. Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

D. Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

E. Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

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IN WITNESS WHEREOF, we, the undersigned, being the incorporators of the Corporation, and including all the persons herein named as the subscribers of this Corporation, for the purpose of forming this not-for-profit charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on this 24th day of September, 2001.

Gary Williams
Print Name: Gary Williams
Incorporator

Richard Bishop
Print Name: Richard Bishop
Incorporator

Print Name: _____
Incorporator

Print Name: _____
Incorporator

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DIVISION OF CORPORATIONS

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Richard Bishop
Registered Agent

9/24/01
Date

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IN WITNESS WHEREOF, we, the undersigned, being the incorporators of the Corporation, and including all the persons herein named as the subscribers of this Corporation, for the purpose of forming this not-for-profit charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on this 24th day of September, 2001.

David L. Adair
Print Name: DAVID L. ADAIR
Incorporator

Print Name: _____
Incorporator

Print Name: _____
Incorporator

Print Name: _____
Incorporator

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Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

[Signature]
Registered Agent

9/24/01
Date