

NO1000007506

R. Bruce Kershner

Requester's Name

231 West Bay Ave

Address

Longwood, FL 32750 (407)

City/State/Zip

Phone # 830 1882

Toll cell # (850)

443-6894

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Directional Drilling Association, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

DIVISION OF CORPORATION

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NEW FILINGS

☒ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

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-10/23/01--01002--007

*****78.75 *****78.75

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FLORIDA DIRECTIONAL DRILLING ASSOCIATION, INC.,
a Not-For-Profit Florida Corporation

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Florida Directional Drilling Association, Inc., a Not-For-Profit Florida Corporation.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSES AND POWER OF CORPORATION

The purposes for which the Corporation is organized shall include but not be limited to:

- A. To serve as a trade or business association for the trenchless technology industry and related businesses in the State of Florida;
- B. To hold meetings, seminars, workshops, and other gatherings to promote, sponsor, and improve the trenchless technology industry and related businesses in the State of Florida;
- C. To keep abreast of changes and new developments in the trenchless technology industry, and to educate and inform the membership of the Corporation as to such changes and new developments;
- D. To solicit, receive, hold and disburse funds, and to acquire, hold convey, rent, and mortgage real and personal property, all to assist the Corporation in furtherance in its objectives of promoting, sponsoring, and improving the trenchless technology industry in the State of Florida;

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- E. To work toward the improvement of relations between employees and employers involved in the trenchless technology industry in the State of Florida;
- F. To develop an informed and enlightened public understanding of the trenchless technology industry and the role that it serves in the State of Florida;
- G. To support sound and responsible legislation that has an effect upon the trenchless technology industry;
- H. To make contributions to any organizations described in Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law) which are organized for purposes similar to those of this Corporation;
- I. To engage in any and all lawful activity incidental to the foregoing purposes except as restricted herein;
- J. To operate exclusively always in any other manner as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.
2. This 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)(6) of the Internal Revenue Code of 1986 or corresponding section of

any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

3. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0105, Florida Statutes, for so long as it remains a private foundation.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 231 West Bay Avenue, Longwood, Florida 32750-4125, and the name of the initial registered agent of this corporation at that address is R. Bruce Kershner.

ARTICLE V - MEMBERS

The initial member of the corporation shall be the incorporator of these Articles, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the bylaws of the corporation. The right is expressly reserved to the corporation to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion or sex.

ARTICLE VI - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
R. Bruce Kershner	231 West Bay Avenue Longwood, Florida 32750-4125

ARTICLE VII - BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of at least three (3) members who shall serve until his or her successor is elected and installed.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors shall never be less than three (3) members, unless otherwise required by applicable law.

C. The name and address of the member of the initial Board of Directors shall be as follows:

<u>Name</u>	<u>Address</u>
Jeff Blake	11950 N.W. 39 th Street, Suite A Coral Springs, Florida 33065
Robin Blake	11950 N.W. 39 th Street Coral Springs, Florida 33065
Mike Harford	871 Sunshine Lane, Suite 105 Altamonte Springs, Florida 32714
Manny Ayala	1400 N. W. 15 th Street Pompano Beach, Florida 33069
Donald "Pat" Cinnamon	123 Live Oak Road Winter Garden, Florida 34787
Frank Fresneda	3701 N.E. 36 th Avenue, Suite C Ocala, Florida 34479
Jim Mabrey	809 East Livingston Street Orlando, Florida 32803
Kurt Miller	11 Plantation Road DeBary, Florida 32713-3825

Tim Mitchell

6704 Berry Groves Road
Clermont, Florida 34711

Art Picotte

1970 N.W. 33rd Street
Pompano Beach, Florida 33064

D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 231 West Bay Avenue, Longwood, Florida 32750-4125.

ARTICLE IX - INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE X - USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors and the members in accordance with the Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

C. Notwithstanding any other provisions of these Articles of Incorporation, this 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)(6) of the Internal Revenue Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation described under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986 as now in force or thereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the bylaws.

ARTICLE XII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the

assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Service Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, 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 no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 22 day of October, 2001, for the purposes of forming this corporation not for profit under the laws of the State of Florida.


(Signature)

R. Bruce Kershner
(Print Name)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.


R. Bruce Kershner

Dated: October 22, 2001

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