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TRANSMITTAL LETTER

FILED

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

02 APR -9 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Florida Pollution Prevention Roundtable, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Julie Abcarian
Name (Printed or typed)

2600 Blairstone Rd. Mail Station #4570
Address

Tallahassee, FL, 32399-2400
City, State & Zip

850-921-9227
Daytime Telephone number

700005223767--7
-04/09/02--01060--025
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

CB4-9

ARTICLES OF INCORPORATION
OF
FLORIDA POLLUTION PREVENTION ROUNDTABLE, INC.
(A Corporation Not for Profit Under
the Laws of the State of Florida)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit, pursuant to the laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be the "Florida Pollution Prevention Roundtable, Inc.," a Florida not-for-profit corporation with its principal place of business located at the City of Melbourne, 835 N. Apollo Blvd., Melbourne, Florida 32935. The mailing address of this corporation shall be Florida Pollution Prevention Roundtable, Inc., 835 N. Apollo Blvd., Melbourne, Florida 32935.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

This corporation shall exist perpetually, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes, commencing upon the filing of these Articles of Incorporation with the Department of State. This Corporation shall be a non-stock corporation.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES AND MISSION

The purposes and mission for which this corporation is organized are as follows:

- (1) To provide a forum for identifying, coordinating, and promoting pollution prevention and resources throughout the State of Florida.
- (2) To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.
- (3) To hold, administer and operate all meetings for members interested in the promotion of the prevention of pollution, to undertake to perform acts and duties incident thereto, and to perform all other acts necessary or convenient in the pursuit of the same.

(4) To use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provisions of use and application to be exclusively for charitable/educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue laws.

(5) To have and exercise all of the powers of a corporation not for profit as set forth in Sections 617.0302 and 617.0303, Florida Statutes, as amended or superseded from time to time.

ARTICLE V INCORPORATOR

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

NAME

Paul Gougelman

ADDRESS

900 E. Strawbridge Ave
Melbourne FL 32901

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors.

B. Number: Upon the filing of the Articles of Incorporation the powers of the incorporator shall terminate. The number of Directors of the corporation shall be not less than three (3); provided however, that such number may be increased pursuant to the Bylaws of the Corporation.

C. Election: The initial Board of Directors shall consist of twelve (12) Directors. On the initial board of directors there shall be one director for the following seats: Northwest District; Northeast District; Central District; Southwest District; South District; and Southeast District. The districts shall be geographically located within the State of Florida, the exact boundaries of which shall be further described in the Bylaws of the Corporation. In addition, on the initial Board of Directors, there shall be one director selected to serve as a representative of a governmental agency who shall serve at large representing all governmental entities within the State of Florida. On the initial Board of Directors, there shall be four (4) directors selected to serve as at large representatives who shall not be restricted as to representing governmental agencies or geographic regions of the State of Florida. On the initial Board of Directors, there shall be one director selected to serve as a representative of the Florida Department of Environmental Protection. A Director will serve until his/her successor shall be elected and shall qualify. Directors shall be elected by a majority vote of the then existing membership on an annual basis. Pursuant to Section 617.0807, Florida Statutes (2001), as amended or

superseded from time to time, any Director may resign at any time by providing the remaining Directors written notice. Vacancies on the Board of Directors shall be filled by and at the convenience of the remaining directors, as provided in Section 617.0809, Florida Statutes (2001), as amended or superseded from time to time.

D. Term of Office: The Directors elected at the first meeting of directors shall serve such time as provided in the Bylaws. Directors elected at all times thereafter shall serve such time as provided in the Bylaws.

E. Action Without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

F. Initial Board Members: The names and addresses of such first members of the Board of Directors are as follows:

<u>SEAT</u>	<u>NAME AND ADDRESS</u>
Northwest District Representative:	Chris Wagley 1190 W. Leonard Street Pensacola, FL 32501
Northeast District Representative:	John Mousa 201 SE 2 nd Avenue Suite 201 Gainesville, FL 32601-6538
Central District Representative:	Randall Greer 835 N. Apollo Blvd. Melbourne, FL 32935
Southwest District Representative:	Kimberly Ouellette 1635 Third Ave. North St. Petersburg, FL 33713

South District Representative:

Laura Comer
P.O.Box 2549
Ft. Myers, FL 33902-2549

Southeast District Representative:

Nichole Hefty
33 SW 2nd Avenue
Suite 1200
Miami, FL 33130-1540

At Large Government Agency Representative:

Kay Sommers
218 SW 1 Avenue
Ft. Lauderdale, FL 33301

At Large Non-Restricted (1) Representative:

William Engel, Jr.
3900 SW 63 Blvd.
Gainesville, FL 32608

At Large Non-Restricted (2) Representative:

Mike Garcia
1500 Gateway Blvd., MS41
Boynton Beach, FL 33426-8292

At Large Non-Restricted (4) Representative:

Willaim Richards
400 North Congress Ave.
West Palm Beach, FL 33416

At Large Non-Restricted (5) Representative:

Luis Diaz
4230 S. MacDill Avenue
Tampa, FL 33611

Florida Department of Environmental
Protection:

Julie Abcarian
2600 Blair Stone Road
Tallahassee, FL 32399-2400

G. Corporate Officers: The Board of Directors shall elect the following officers: Chair; Vice-Chair; Secretary; and such other officers and agents as the Bylaws of this Corporation may authorize from time to time.

H. Initial Officers: The names and addresses of such first officers of the Corporation are as follows:

<u>SEAT</u>	<u>NAME AND ADDRESS</u>
Chair:	Randall Greer 835 North Apollo Blvd. Melbourne, FL 32935
Vice-Chair:	Nichole Hefty 33 SW 2 nd Avenue Suite 1200 Miami, FL 33130-1540
Secretary:	Laura Comer P.O.Box 2549 Ft. Myers, FL 33902-2549

ARTICLE VII MEMBERSHIP

Except as otherwise set forth in these Articles, the qualification for membership and the manner of admission of members, or removal thereof, shall be regulated by the Bylaws of the Corporation. Except as set forth in these Articles, the number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VIII AMENDMENT TO BYLAWS

As permitted by Section 617.0206, Florida Statutes (2001), as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

ARTICLE IX AMENDMENT OF ARTICLES

As permitted by Section 617.1002, Florida Statutes (2001), as amended or superseded from time to time, amendments to these Articles of Incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

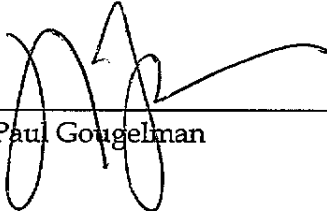
ARTICLE X
REGISTERED AGENT AND OFFICE

The initial registered agent and office of this corporation shall be Randall Greer, City of Melbourne, 835 N. Apollo Blvd., Melbourne, FL 32935.

ARTICLE XI
INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of Florida, have executed these Articles of Incorporation, this 25th day of February, 2002.




Paul Gougelman

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before this 27th day of February, 2002, by Paul Gougelman, who is personally known to me or who has produced _____ as identification.

 Karen Porterfield
My Commission CC994631
Expires December 05, 2003



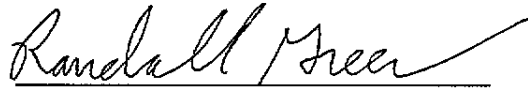
Notary Public - State of Florida
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act, that the Florida Pollution Prevention Roundtable, Inc., a Florida Non-Profit organization, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Randall Greer, located at the City of Melbourne, 835 N. Apollo Blvd., Melbourne, FL 32935, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Randall Greer

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA