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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02-16-04
T.B.

JOE D. MATHENY, P.A.

ATTORNEY AT LAW

355 INDIAN RIVER AVENUE

TITUSVILLE, FLORIDA 32796

(321) 267-3733

FAX

(321) 267-3736

E-MAIL

ATTYMATHENY@AOL.COM

PLEASE REPLY TO:

P.O. BOX 6526

TITUSVILLE, FL 32782-6526

February 6, 2004

FEDEX DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: FLORIDA HYDROGEN INITIATIVE, INC.
(Incorporation of)

Dear Sir:

Enclosed please find for filing with the Division of Corporations the original Articles of Incorporation, along with one (1) copy of the same, for the above-referenced corporation. A check in the amount of \$78.75 is enclosed for the following:

Filing fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
	<hr/>
	\$ 78.75

Please return a certified copy of the Articles to the undersigned. Thank you for your assistance in this matter.

Very truly yours,


JOE D. MATHENY

mdw

Enclosures

ARTICLES OF INCORPORATION
OF
FLORIDA HYDROGEN INITIATIVE, INC.

A Florida Not for Profit Corporation

Pursuant to the provisions of Section 617 of the Florida Statutes, the Corporation adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is:

FLORIDA HYDROGEN INITIATIVE, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is:

422 Rehwinkel Road
Crawfordville, FL 32327

ARTICLE III

PURPOSE

The Corporation is organized as a not for profit corporation exclusively for charitable,

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TALLAHASSEE, FLORIDA

benevolent, scientific, and educational purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3), or by a Corporation qualified as a public charity under Section 509(a)(1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be as follows:

The Corporation, a statewide corporation, is comprised of community leaders, university researchers, and industry representatives and is organized more specifically to move Florida to the forefront of the nation's hydrogen economy.

The Corporation is organized for any and all other lawful purposes or purposes for which a not for profit corporation may be organized; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

This Corporation is organized and operated exclusively to develop through comprehensive research, demonstration programs and educational programs, a fuel to eventually replace our current fossil-based transportation fuels; for research to produce, store and use hydrogen for both space and Earth applications; to research and develop and establish a technology transfer program for public and industry use; to enhance Florida's economy by creating, building and strengthening high-growth potential, high technology companies.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which as the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Code as the Board of Directors of the Corporation may determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction 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 for such purposes.

ARTICLE IV

ANNUAL BUDGETS AND REPORTS

The Corporation shall prepare an annual budget including its Federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990). The budget

process of the Corporation shall be completed in accordance with Article VII(6) of these Articles of Incorporation.

ARTICLE V

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited by the restrictions set forth in these Articles of Incorporation and the Bylaws; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE VI

LIMITATION OF POWERS

In addition to the limitations and restrictions otherwise stated in these Articles of Incorporation, the Corporation:

(1) The Board members of the Corporation and Committee members shall be selected with consideration for broad community membership and regular rotation of said members and Committee members. Board members shall have term limits as set forth in the Bylaws of the Corporation.

(2) The Corporation shall develop and implement an investment policy, a finance committee policy, and an operational policy addressing long-term contracts for the Corporation.

(3) The Corporation shall comply with and abide by all Florida laws pertaining

to not-for-profit organizations as adopted by the Florida Legislature from time to time.

ARTICLE VII

MEMBERSHIP

The members of the Corporation shall be the Directors thereof; and, the members shall be selected in accordance with Article XI of this Charter.

ARTICLE VIII

TERM

The term of the Corporation shall be perpetual.

ARTICLE IX

OFFICERS

The Corporation shall have as its officers the following:

<u>Office</u>	<u>Name & Address</u>
Chairman	Stephen Adams 422 Rehwinkel Road Crawfordville, FL 32327
Vice Chairman	Winston Scott 100 Spaceport Way Cape Canaveral, FL 32920
Secretary	David Block 1679 Clearlake Road Cocoa, FL 32922

ARTICLE X
DIRECTORS

10.1 Number.

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) and no more than the number of Directors to be specified in the Bylaws of the Corporation.

10.2 Composition, Election and Tenure.

(a) The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the Board's responsibilities. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

10.3 Powers.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The power of the Board of Directors shall be subject to the limitations of Florida law and the policies and procedures of the Corporation in effect from time to time.

10.4 Board of Directors.

The names and addresses of the members of the existing Board of Directors who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
-------------	----------------

Stephen Adams

422 Rehwinkel Road
Crawfordville, FL 32327

Winston Scott

100 Spaceport Way
Cape Canaveral, FL 32920

David Block

1679 Clearlake Road
Cocoa, FL 32922

10.5

The affairs of the Corporation shall be managed by a Board of Directors. One-third (1/3) of the members of the Board of Directors present and voting shall constitute a quorum for the conduct of the day to day business of this Corporation.

10.6 Director Emeritus.

The Board of Directors is authorized and empowered to establish a special non-voting category of membership in the corporation designated as DIRECTOR EMERITUS. The Bylaws shall set forth the qualifications, the manner of selection and the composition of this category of Board membership.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by the vote of at least a majority of the members of the Board of Directors.

ARTICLE XII

OFFICERS

12.1 Officers.

The Officers of the Corporation shall be a Chairperson, Vice Chairperson, and Secretary, who shall be elected for such terms and in the manner set forth in the Bylaws. The Corporation may, at the discretion of the Board, provide for different categories of officers, and may have additional officers including, without limitation, additional Vice Chairpersons, Assistant Secretaries, a Treasurer and Assistant Treasurers.

12.2 Powers and Duties.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed by the Bylaws of the Corporation.

ARTICLE XIII

EXECUTIVE COMMITTEE

The Corporation is authorized to establish an Executive Committee as determined by the Bylaws from time to time. The Executive Committee shall and may exercise all of the powers and authority of the Board when the Board is not in session, subject only to such restrictions and limitations as the Board of Directors may specify from time to time in the Bylaws. The Executive Committee shall have no authority to alter, amend or appeal the Articles of Incorporation or Bylaws of the Corporation or to appoint Directors.

ARTICLE XIV

AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least a majority of all the members of the Board of Directors. Amendments shall be effective

when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE XV

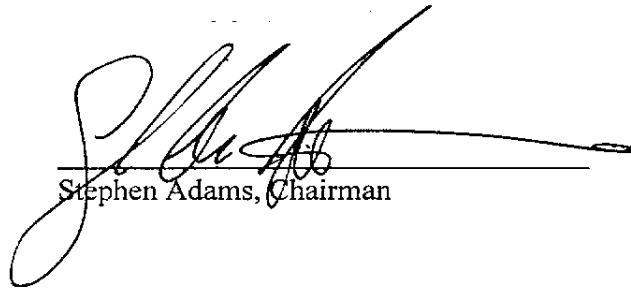
REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the Corporation is:

355 Indian River Avenue, Titusville, FL 32796

The Registered Agent at that address is Joe D. Matheny.

IN WITNESS WHEREOF, the undersigned, as Chairman of the Board of Directors of the Corporation, having subscribed to these Articles of Incorporation has hereunto set his hand and seal this 4th day of February, 2004.



Stephen Adams, Chairman


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

Pursuant to Chapter 617, Florida Statutes, (Not for Profit),
the following is submitted in compliance with said Act:

That **FLORIDA HYDROGEN INITIATIVE, INC.**, desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, in Wakulla County,
Florida, has named **JOE D. MATHENY**, whose address is 355 Indian
River Avenue, Titusville, FL 32796, as its agent to accept Service
of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the
above-stated corporation, at 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.



JOE D. MATHENY
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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