

NO. 17-20-9 AM ROGERS TOWERS NO. 71 Pa. 1 of 1  
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Florida Department of State  
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**FLORIDA NON-PROFIT CORPORATION**

**North Florida Refrigerating Engineers and Technician**

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ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA REFRIGERATING ENGINEERS AND  
TECHNICIANS ASSOCIATION CHAPTER, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I  
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: NORTH FLORIDA REFRIGERATING ENGINEERS AND TECHNICIANS ASSOCIATION CHAPTER, INC. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 2900 Hartley Road, Jacksonville, Florida 32257, or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr., Esq., whose office address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) The Corporation is organized and shall be operated as a chapter of the Refrigerating Engineers and Technicians Association, a California not for profit corporation ("RETA"). As a chapter of RETA, the purposes of the Corporation shall be: (i) to operate as a chapter of RETA to further the education, training, and technical knowledge of the Members in the art and sciences of refrigerating engineering and all phases of refrigeration; (ii) to disseminate information concerning refrigeration and refrigeration engineering; and (iii) to engage in, foster and encourage research in the field of refrigeration. The Corporation will also seek to advance and foster cooperation and friendly relationships between employers and employees and persons interested or engaged in the business of refrigeration. At no times shall the Articles of Incorporation or Bylaws of the Corporation conflict with the Constitution or Bylaws of RETA.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual

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shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

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

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, all of the assets of the Corporation shall, after all liabilities and obligations have been paid or adequate provision made therefor, be remitted to RETA.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

### ARTICLE IV MEMBERSHIP

Except as otherwise set forth in the Bylaws of the Corporation, membership in the Corporation shall be limited to those individuals who are members of RETA.

### ARTICLE V DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

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- (d) The names and addresses of the initial directors of the Corporation are:
- (i) Terry Jenkins, 9800 W. Beaver Street, Jacksonville, Florida 32220;
  - (ii) Richard Boyd, 9800 W. Beaver Street, Jacksonville, Florida 32220;
  - (iii) Jeff Williams, 2900 Hartley Road, Jacksonville, Florida 32257;
  - (iv) Dale Clinton, 2900 Hartley Road, Jacksonville, Florida 32257;
  - (v) Don Levangie, 26480 L' Atrium Circle, South Ponte Vedra Beach, Florida 32082;
  - (vi) Herb Young, 2900 Hartley Road, Jacksonville, Florida 32257; and
  - (vii) Mark Lowery, 2900 Hartley Road, Jacksonville, Florida 32257.

ARTICLE VI  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

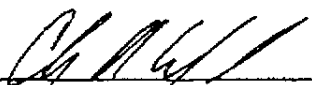
ARTICLE IX  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.

ARTICLE X  
INCORPORATOR

The name and address of the Incorporator are: Charles R. Curley, Jr., Esq., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the Incorporator this 10<sup>th</sup> day of February, 2004.

  
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Charles R. Curley, Jr., Esq.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

NORTH FLORIDA REFRIGERATING ENGINEERS AND TECHNICIANS  
ASSOCIATION CHAPTER, INC.

2. The name and address of the registered agent and office are:

CHARLES R. CURLEY, JR., ESQ.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 10, 2004.

  
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Charles R. Curley, Jr.

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