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CARLTON FIELDS-TPA

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FLORIDA NON-PROFIT CORPORATION

Florida Gulf Coast Chapter, U.S. Green Building Council

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**ARTICLES OF INCORPORATION
OF
U.S. GREEN BUILDING COUNCIL -
FLORIDA GULF COAST CHAPTER, INC.
A NOT-FOR-PROFIT CORPORATION**

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The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: U.S. Green Building Council - Florida Gulf Coast Chapter, Inc. The principal place of business is 12032 Brewster Drive, Tampa, FL 33626-2500 and the mailing address is P O Box 23603, Tampa, FL 33623-2603.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, including, for such purposes the following:

- (a) Provide a medium at the local level for the advancement of the objectives of the of the U.S. Green Building Council, incorporated in the District of Columbia ("USGBC");
- (b) Provide educational programs and events that promote the purposes and objectives of the USGBC;
- (c) Assist other USGBC-approved organizing groups with the formation of USGBC chapters to serve local areas; and
- (d) Allow for the potential spin-off of a group or groups of members of the Corporation into a smaller geographic area, by redefining the area served by the Corporation to facilitate the formation of other locally based USGBC chapters.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

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ARTICLE IV**Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Tampa, Florida 33607-5736 and the mailing address is P. O. Box 3239, Tampa, Florida 33601-3239, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE VI**Directors**

The Corporation shall have (17) seventeen directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
John Toppe	Toppe Consultants, Inc. 210 14 th Avenue North St. Petersburg, FL 33701
Angela Carter	Johnson Controls, Inc. 3802 Sugar Palm Dr. Tampa, FL 33619
Christopher Davis	Gresham, Smith and Partners 300 South Hyde Park Avenue, Suite 201 Tampa, Florida 33606-4125
Advait Mantri	Mantri Consulting 12032 Brewster Drive Tampa, FL 33626-2500
Jennifer Kunz	Interface Flooring Systems, Inc. 1300 Pelham Road Winter Park, FL 32789

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Michael Carlson	Cardinal Carlson & Partners, Inc. 741 South Orange Avenue Sarasota, FL 34236
Scott Gerhardt	Milliken & Co. 223 Lime Circle South Dunedin, FL 34698
Debra Giaconia	Shaw Tek 4730 Brittany Drive South #136 St. Petersburg, FL 33715
Jodi John	Sarasota County Government Sustainable Sarasota 1660 Ringling Blvd. Sarasota, FL 34236
Jeremy Jones	Spire Solar Florida 6798 Crosswinds Dr. N Suite D105 St. Petersburg, FL 33710
Dr. Charles Kibert	University of Florida 309 NE 5th Avenue Gainesville, FL 32601
Lynn Puckett	HOK One Tampa City Center Suite 1800 Tampa, FL 33602
Gary Smith	PBS&J 5300 West Cypress Street, Suite 200 Tampa, FL 33607
Joanna Switzer	Collman & Karsky Architects 4301 Anchor Plaza Parkway, Suite 100 Tampa, FL 33634

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

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<u>Name</u>	<u>Address</u>
Nicole C. Kibert	Corporate Center Three at International Plaza 4221 W. Boy Scout Boulevard Tampa, FL 33607-5736

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendments

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt from taxation as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 5 day of October, 2004.


Nicole C. Kibert, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 5 day of October, 2004.

Registered Agent
CFRA, LLC


By: Nicole C. Kibert

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