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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

D. WHITE MAY 12 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 100364 4320888

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : May 11, 2006

ORDER TIME : 12:06 PM

ORDER NO. : 100364-005

CUSTOMER NO: 4320888

DOMESTIC FILING

NAME: CONVERTO ELECTRIC AUTO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
CONVERTO ELECTRIC AUTO, INC.,  
a not for profit corporation**

The undersigned, acting as incorporator of a corporation, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

**Article I - Name**

The name of the corporation is Converto Electric Auto, Inc.

**ARTICLE II - Principal Office and Mailing Address**

The street address of the principal office of the corporation is 1542 Gulfview Drive, Sarasota, Florida 34236, and the mailing address of the corporation is 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

**Article III - Purpose**

The purpose for which the corporation is organized is to research and promote the use and advancement of fuel efficient electric vehicles by retro-fitting existing vehicles to become electrically powered as an alternative to conventional vehicles, to provide education regarding fuel efficient electric vehicles and for all other lawful scientific, educational, and other charitable purposes consistent with the foregoing as will qualify the corporation as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and correspondence provisions of any subsequent federal tax laws, including the making of distributions to organizations that qualify as tax exempt organizations under the Code.

**Article IV - Election of Directors**

The method of election of directors shall be as stated in the Bylaws.

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#### **Article V - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, and the name of the initial registered agent at that address is LPS Corporate Services, Inc.

#### **Article VI- Incorporator**

The name and address of the Incorporator is:

John Patterson  
46 N. Washington Boulevard, #1  
Sarasota, FL 34236

#### **Article VIII - Bylaws**

The Bylaws of the Corporation are to be initially adopted by the Board of Directors and may thereafter be amended or rescinded by the Board of Directors.

#### **ARTICLE IX - Earnings**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any) trustees, officers, or other private persons, except that the 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 III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the 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) (3) of the Internal Revenue Code 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 or corresponding section of any future federal tax code.

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#### Article X - Distribution and Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### Article XI - Indemnification

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding to the full extent permitted by law.

Dated: May 10, 2006

  
JOHN PATTERSON  
Incorporator

**NOTICE OF APPOINTMENT OF REGISTERED AGENT, ACCEPTANCE, AND  
DESIGNATION OF CORPORATE OFFICE**

The undersigned, LPS CORPORATE SERVICES, 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236, having been appointed by the members of the Board of Directors of CONVERTO ELECTRIC AUTO, INC., a corporation not for profit, as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. It accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

LPS CORPORATE SERVICES, INC.,  
a Florida corporation

By:   
JOHN PATTERSON  
President

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