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M. Johnson  
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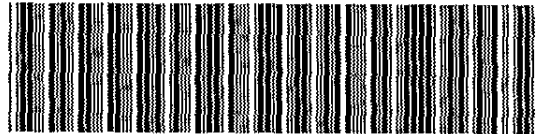
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*1/17/07*

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07 JAN 17 PM 4:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF RENEWABLE ENERGY PRODUCERS, INC  
(A Not-For-Profit Corporation)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida:

ARTICLE ONE – NAME

The name of the corporation is FLORIDA ASSOCIATION OF RENEWABLE ENERGY PRODUCERS, INC

and its address is 200 W. College Ave Suite 206, Tallahassee, FL 32301

ARTICLE TWO - DURATION

The duration of the corporation is perpetual.

ARTICLE THREE – PURPOSE

This Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501 (c)(6) of the Internal Revenue Code, for any lawful purpose to retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the members of the corporation not qualifying as exempt under Section 501 (c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any trustee, officer or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation, shall be authorized and empowered to pay reasonable expenses incurred by individuals or businesses and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and 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)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended; or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (6) 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.

The Corporation shall further have unlimited power to engage in and do any lawful act not inconsistent with the Corporation's nonprofit tax exempt status.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, however, its primary purposes are:

1. Identify and overcome barriers to expanding renewable/alternative energy offerings in Florida;
2. Promote economic incentives for renewable energy produces in the state of Florida;
3. Procure resources needed catalog Florida's energy resources so that Florida will have a useable energy portfolio;
4. Advocate for public policy that promotes a friendly business climate for those pursuing renewable/alternative energy projects in the state of Florida;
5. Provide centralized advocacy, education and communications for those interested in promoting and realizing the commercial use alternative energy/bio-energy fuels or energy sources in the state of Florida.

#### ARTICLE FOUR - CAPITAL STOCK

The Corporation is not authorized to issue shares. It is a non-profit organization.

#### ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 W. College Ave, Suite 206 Tallahassee, FI 32301  
and the name of its registered agent is Michael Dobson

#### ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time pursuant to the Bylaws but shall never be less than three (3). The names and addresses of the initial Directors of the Corporation are:

Name & Address	Position
Cynthia Craig	President & Treasurer
Roscoe Smith	Vice-President
Tom Conulio	Secretary

#### ARTICLE SEVEN- BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended or repealed by the Board of Directors.

#### ARTICLE EIGHT- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

#### ARTICLE NINE - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Non-Profit Corporation Act.

#### ARTICLE TEN - ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated by Article Five of these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of all Statutes relative to the proper and complete discharge of my duties.



Michael Dobson  
Registered Agent

#### ARTICLE ELEVEN - INCORPORATOR

The name and address of the incorporator is: 4005 Brandon Hill Dr. Tallahassee, FL 32309



Dobson, Craig and Associates  
Incorporator

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07 JAN 17 PM 4:55  
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