

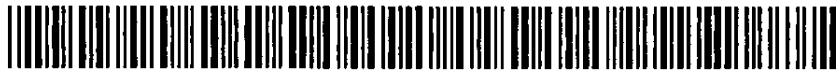
# N07000002596

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US GREEN BUILDING COUNCIL SOUTH FLORIDA CHAPTER, INC

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
U.S. GREEN BUILDING COUNCIL SOUTH FLORIDA CHAPTER, INC.  
In Compliance with Chapter 617, F.S., (Not for Profit)**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of U.S. Green Building Council South Florida Chapter, Inc., a not for profit corporation incorporated and existing under the laws of the State of Florida as filed on April 13, 2005 and assigned document number N07000002596, and confirms that there are no members or members entitled to vote on these Amended and Restated Articles of Incorporation and that the amendments were duly adopted by written consent of the board of directors on August 11, 2015.

These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety:

**ARTICLE I**

**Name**

The name of the corporation shall be: U.S. Green Building Council Florida Chapter, Inc. (the "Corporation").

**ARTICLE II**

**Principal Office**

The principal street address is 777 Glades Road, Room EE 329, Boca Raton, FL 33431.

**ARTICLE III**

**Term of Existence**

The Corporation shall exist perpetually unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE IV**

**Purpose**

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

Specifically, the Corporation is organized to:

- (a) Advance in the State of Florida the purposes and objectives of the U.S. Green Building Council, Inc., incorporated in the District of Columbia ("USGBC");

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- (b) Provide educational programs and events that promote the purposes and objectives of the USGBC and the Corporation;
- (c) Raise awareness of the environmental, economic and health impacts of green buildings;
- (d) Inspire consumers, designers, builders and regulators to understand, appreciate, practice and support green building through educational programs, case studies and materials;
- (e) Educate the public, local governments and design and construction professionals regarding green design, green materials and the environmental and economic benefits of green building;
- (f) Encourage, sponsor and support individuals and organizations that provide education about green building;
- (g) Partner with other local building-related and environmental organizations; and
- (h) Promote membership in the USGBC and the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 the purpose clause hereof. 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 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 Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (x) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (y) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V** **Manner of Election**

The internal affairs of the Corporation shall be managed by a board of directors. The manner of election or appointment of directors, their terms of office, and all other provisions regarding the regulation of the affairs of the Corporation shall be set forth in the Bylaws.

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**ARTICLE VI****Members**

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, and other voting rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination of membership shall be set forth in the Bylaws of the Corporation.

**ARTICLE VII****Registered Office and Agent**

The street address of the initial registered office of the Corporation is 777 Glades Road, Room EE 329, Boca Raton, FL 33431, and the name of the initial registered agent is Lee S. Cooke.

**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****Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE X****Amendments**

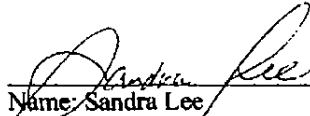
The Corporation reserves the right to amend and repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law.

**ARTICLE XI****Indemnification**

The Corporation shall indemnify, to the full extent permitted by law, any director, officer, employee or agent of the Corporation, or any former director, officer, employee or agent of the Corporation.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation on this 11th day of December, 2015.

  
Name: Sandra Lee  
Title: President