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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**HAZ-LOC CLEANING EQUIPMENT SUPPLIERS ASSOCIATION OF**

Certificate of Status	0
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**Articles of Incorporation  
of  
HAZ-LOC CLEANING EQUIPMENT SUPPLIERS ASSOCIATION  
OF NORTH AMERICA, INC.  
a Florida Not For Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**Article I**

The name of the corporation shall be: HAZ-LOC CLEANING EQUIPMENT SUPPLIERS ASSOCIATION OF NORTH AMERICA, INC.

**Article II**

The corporation shall have perpetual duration.

**Article III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of and represent North America's suppliers of floor cleaning machinery and components thereof for HAZARDOUS locations while representing their views on core issues and in particular the safety and health of workers in HAZARDOUS LOCATIONS.

(b) The general purposes for which this corporation is formed are to act as a forum for cooperation among its members for International Standards, World Market Surveys and Public Relations, purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

**Article IV**

The corporation shall have a membership distinct from the

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board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

#### Article V

The street address of the initial *principal* office of the corporation is 73 SW 12<sup>th</sup> AVENUE, Bldg. 1, Unit#7, City of Dania, County of Broward, State of Florida 33004. The name of its initial registered agent at that address is Rocco Mariani/c/o F.E.V. Investments, Inc., 73 SW 12<sup>th</sup> Ave., Dania, Fla. 33004.

#### Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be EIGHT; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on November 16, 2009, at 10:00am, at F.E.V. Investments, Inc. offices, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of ~~one~~ year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 am, on the 16<sup>th</sup> day in November of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the

directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors are:

Name  
Rocco Mariani

Address  
73 SW 12<sup>th</sup> Avenue, Bldg. 1,  
Unit #7, Dania, Fla. 33004

#### Article VII

The name and address of each incorporator are:

Name  
Rocco Mariani

Address  
73 SW 12<sup>th</sup> Ave., Bldg. 1, Unit #7,  
Dania, Florida 33004.

#### Article VIII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers: Rocco Mariani, PRESIDENT.

#### Article IX

Subject to the limitations contained in the bylaws and any

limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### Article X

The property of this corporation is irrevocably dedicated to not for profit purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational and cultural purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### Article XII

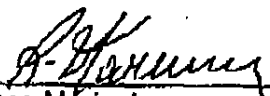
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on November 17, 2008.

#### ACKNOWLEDGMENT: Rocco Mariani,

Having been named to accept service of process forth above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

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Rocco Mariani  
REGISTERED AGENT & INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this  
17<sup>th</sup> day of November, 2008 by Mr. Rocco Mariani,  
who is personally known to me or who has produced  
proper identification and who did not take an oath.

DL# 111610-720-45-410-0

NOTARY PUBLIC-STATE OF FLORIDA  
Jill Llera  
Commission # DD805772  
Expires: AUG. 11, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

*Jill Llera*  
NOTARY PUBLIC

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My Commission expires:

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