

# N0900000000926

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Nextera Energy Group Foundation, Inc.

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January 29, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: NETERA ENERGY GROUP FOUNDATION, INC.  
REF: W09000004498

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II  
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FAX Aud. #: H09000017794  
Letter Number: 609A00003290



January 27, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: NEXTERA ENERGY GROUP FOUNDATION, INC.  
REF: W09000004036

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H09000017794  
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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEXTERA ENERGY GROUP FOUNDATION, INC.

(a Florida Not For Profit Corporation)

Article I

NAME

The name of this corporation shall be NextEra Energy Group Foundation, Inc. (hereinafter called the "Corporation").

Article II

PURPOSE

This Corporation is a not for profit corporation, organized for the purpose of financially assisting and aiding any cause, fund, foundation or other organization organized and operating for exclusively religious, charitable, scientific, literary or educational purposes no part of the net earnings of which inure to the benefit of any private shareholder, and performing all acts and doing all things deemed necessary or desirable to further such purpose, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not for profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida. The Corporation shall not engage in any activity not permitted to be carried on by a corporation exempt from taxes under Section

501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or a corresponding section of any subsequent federal tax law.

Article III  
MEMBERSHIP

Any person, corporation, partnership, association or organization who complies with the requirements established by the By-Laws shall be eligible for membership.

Article IV  
MAILING ADDRESS

The mailing address of the principal place of business of the corporation is 700 Universe Boulevard, Juno Beach, Florida 33408.

Article V  
DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the corporation will be perpetual and will commence at the time these Articles of Incorporation are filed and approved by the Department of State of the State of Florida.

Article VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9250 West Flagler Street, Miami, Florida 33174, and the name of the Corporation's initial registered agent is J. E. Leon.

Article VII  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner in which the Directors are elected or appointed shall be stated in the bylaws of the Corporation

Article VIII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Nick A. Buford, 700 Universe Boulevard, Juno Beach, FL 33408.

Article IX  
DISSOLUTION

Upon the dissolution or winding up of this Corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to an organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Code or corresponding provisions of any subsequent federal tax laws.

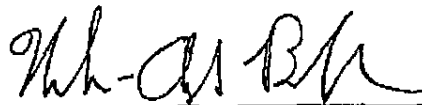
Article X  
LIMITATIONS

- (a) Notwithstanding any other provision of these articles, the Corporation is not organized for profit and shall not conduct or carry on any activities ordinarily carried on for profit or any other activities not permitted to be

- conducted or carried on by an organization which is exempt from federal income tax under Section 501(c)(3) of the Code as it now exists or as it may hereafter be amended, or by an organization contributions to which
- (b) are deductible under Section 170(c)(2) of the Code as it now exists or as may hereafter be amended.
  - (c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or
  - (d) to any private shareholder or individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with the Corporation's exempt purposes. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
  - (e) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provision of any subsequent federal tax law.
  - (f) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax law.

- (g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23rd day of January, 2009.

A handwritten signature in black ink, appearing to read "Nick A. Buford", written over a horizontal line.

Nick A. Buford, Incorporator



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**CONSENT OF REGISTERED AGENT  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, J. E. Leon, whose business office is 9250 West Flagler Street, Miami, Florida 33174 hereby accepts appointment as the initial registered agent of NextEra Energy Group Foundation, Inc and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated:

  
J. E. Leon  
Registered Agent