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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1842 SE Beving Avenue
Port Saint Lucie, FL 34952
February 5, 2009

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: PowerMark Corporation

Enclosed are an original and two copies of the Articles of Incorporation and a check for \$87.50 Filing Fee, Certified Copy & Certificate.

From:

Paul Bender
1842 SE Beving Avenue
Port Saint Lucie, FL 34952
772-335-9923

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: PowerMark Corporation

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address is:
1842 SE Beving Avenue
Port Saint Lucie, FL 34952

ARTICLE III PURPOSE

Purpose: This corporation is organized for the purpose of transacting any and all business for which non-profit corporations may be incorporated under the laws of this State, as amended from time to time, except that said corporation is organized exclusively for photovoltaic component (e.g., photovoltaic modules, inverters, structure, etc.) and associated photovoltaic system equipment testing, certification and labeling purposes, and for developing codes and standards for the solar photovoltaic industry, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws.

Specific Business: The specific business for which the corporation is organized, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows: (1) to arrange for the testing of photovoltaic components or photovoltaic system equipment in accordance with documented test procedures, components and equipment to be submitted by manufacturers who have agreed to participate in the corporation's testing, certification and labeling program, and who have met the corporation's quality requirements for said participation, (2) to accredit, or cause to be accredited, a laboratory, or laboratories, meeting the minimum testing qualifications, and minimum quality requirements, of the corporation's criteria document dealing with laboratory accreditation, (3) to license the corporation's mark of conformity by those manufacturers of photovoltaic components and associated equipment who by the results of testing conducted in direct support of the corporation's certification and labeling program, are entitled to affix said mark to individual modules and associated equipment for sale by participating manufacturers, (4) to participate in the research and development of photovoltaic codes and standards to help accelerate photovoltaic commercialization and assist market transformation efforts to reduce barriers and promote market expansion of solar photovoltaic technologies, and (5) to collect what ever fees are due the corporation as compensation for the right to use said mark, or marks, of conformity from participating manufacturers or for participation in research and development of said codes and standards, within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3), or the corresponding Provisions of any future United States Internal Revenue Laws.

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Limitations: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set for the in Article III herein. 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 campaigns on behalf of any political candidate for public office. Notwithstanding any provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

Dissolution: In the event of the dissolution of this corporation, any assets remaining after payment to creditors, 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 Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of, shall be disposed of by a court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Private Property: The private property of the directors, officers, employees and agents of the corporation shall for ever be exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

Indemnification: The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in the paragraph, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.

Director's Liability: No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, provided however, that this paragraph not be construed as eliminating or limiting the liability of a director by one or more of the following acts, namely (1) a breach of duty of loyalty to the corporation, (2) any acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, (3) the authorizing of an

unlawful payment or distribution out of the corporate assets, (4) any transaction made in the furtherance of the exempt purposes of the corporation from which the director derived an improper personal benefit, or (5) any act of acts that can be defined under the laws of this state as "Director Conflict of Interest".

Annual Meeting: The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

Duration: The existence of this corporation shall be perpetual unless sooner terminated as provided by law.

Non-Member Provisions: This corporation shall not be a membership corporation with members, unless by a two-thirds vote of the Board of Directors, these Articles of Incorporation are so amended to change this corporation from a non-member to a membership corporation with members.

Fiscal Year: The fiscal year of the corporation shall end on 30 June of each year.

ARTICLE IV MANNER OF ELECTION

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3 nor more than 12 members during the first twelve months after incorporation. Thereafter, the Board of Directors shall number not less than 6 nor more than 12. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors may fill any vacancy, which may occur on the Board of Directors. The person(s) appointed to serve on the Board of Directors may be appointed to serve for any term of years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may, by proper resolution or resolutions passed by a lawful quorum of the whole board designate one or more committees which, to the extent provided in said resolution or resolutions, or by the Bylaws, shall have and may exercise those powers so designated in the resolution or resolutions, or in the Bylaws, on the management of activities and affairs of the corporation, and may have the power to authorize the seal of the corporation to be affixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the bylaws or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the bylaws may specify, who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Directors is authorized to make, adopt, alter or repeal the Bylaws of this corporation, or any article therein.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

John Wohlgemuth, Chairman
5215 Fairgreen Way
Ijamsville, MD 21754

Charles Whitaker, Treasurer
2303 Camino Ramon
San Ramon, CA 94583

Adrianne Kimber, Secretary
633 57th Street
Oakland, CA 94609

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

Paul Bender
1842 SE Beving Avenue
Port Saint Lucie, FL 34952

ARTICLE VII INCORPORATOR

Paul Bender
1842 SE Beving Avenue
Port Saint Lucie, FL 34952

Having been named as registered agent to accept service of process for the stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

Date 2-5-09



Signature/Incorporator

Date

2-5-09

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