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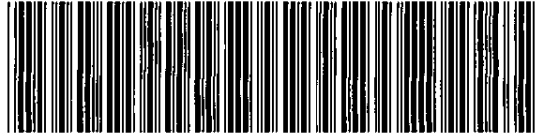
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
3/4

BRADLEY J. WOOD, P.A.  
ATTORNEYS AT LAW

Bradley J. Wood, Esq.

Carl B. Lyle, II, Esq.

600 First Avenue North  
Suite 302  
St. Petersburg, FL 33701  
727/895-1991 FAX 727/898-3456  
Tampa 813/223-3456

March 2, 2009

**Via FedEx T.N. 8651 6534 7028**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: WHAT ABOUT BLUE, INC.  
A Florida Not-for-Profit Corporation  
**FEI No. 26-4343540**

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced not-for-profit corporation. Also enclosed is our check in the amount of \$70.00 for the filing fee in this regard.

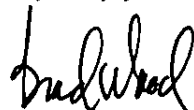
Please note that we have already had a FEI assigned to this corporation, as noted above. Please see that this information gets posted with the new filing.

Please return the copy of the Articles of Incorporation provided herein, after it has been stamped with the file date, to:

Bradley J. Wood, Esq.  
600 First Avenue North, Suite 302  
St. Petersburg, FL 33701

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,



Bradley J. Wood

Encl.

**ARTICLES OF INCORPORATION**

**OF**

**WHAT ABOUT BLUE, INC.**

**FILED**

**09 MAR -3 PM 1:03**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned Incorporator, being a natural born citizen of the United States of America, and desiring to form a Non-Profit Corporation under the Florida Not-for-Profit Corporations Act, Chapter 617, does hereby make and adopt the following Articles:

**ARTICLE I. NAME**

The name of the Corporation shall be What About Blue, Inc.

**ARTICLE II. PLACE OF BUSINESS**

The address of the principal office of this corporation shall be 600 First Avenue North, Suite 302, St. Petersburg, FL 33701, and the mailing address of the corporation shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, but not limited to bringing global awareness to our water resources and to foster action to preserve, cultivate, restore, protect, conserve and share safe, clean drinking water in areas where it is not available or where accessibility and supply have been compromised; and to promote water conservation efforts while expanding the emphasis on providing safe, clean and healthy drinking water to all communities around the world. The corporation shall engage in events, activities, special projects, outreach programs, educational activities and communications, fund raising activities and special events, and will perform all proper and legal acts to support, benefit and promote the objectives and purposes of the corporation.

**ARTICLE IV. DIRECTORS AND MEMBERS**

1. The affairs and the business of the corporation shall be conducted by Members who shall comprise the Executive Board of Directors, which shall consist of not less than three (3) nor more than nine (9) persons, which number may be modified in accordance with the Bylaws. Additional Members of the Executive Board of Directors

shall be elected by a majority vote of the existing Executive Board in the manner set forth in the Bylaws.

The names and addresses of the persons who comprise the initial Executive Board of Directors of the corporation are as follows:

Kevin D. Lilly, Jr.	600 First Avenue N., Suite 302, St. Petersburg, FL 33701
Bradley J. Wood	600 First Avenue N., Suite 302, St. Petersburg, FL 33701
Scott Coleman	600 First Avenue N., Suite 302, St. Petersburg, FL 33701

2. The corporation shall also consist of Board Members, who shall act in an advisory, managerial and consulting capacity to the corporation. Board Members shall be admitted and appointed by the Executive Board of Directors, and shall have such rights and privileges, as set forth in the Bylaws.

#### **ARTICLE V. CORPORATE ACTIVITY - NON PROFIT**

There shall be no capital stock issued in the corporation, or shares of any kind. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, 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 corporate purposes set forth 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 campaign on behalf of or in opposition to any candidate for public office. 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) 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 VI. DISSOLUTION**

Upon the dissolution of the corporation, 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 corporation 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 VII. BYLAWS**

The Bylaws of the corporation shall be made and adopted by the Executive Board of Directors, and may be altered, amended or rescinded by the Executive Board in the manner set forth in the Bylaws.

#### **ARTICLE VIII. INDEMNIFICATION AND IMMUNITY**

The corporation shall indemnify each Director, including former Directors, to the fullest extent allowed by law, including but not limited to Florida Statutes §617.0831. It is intended that the corporation be an organization in which the Directors are immune from civil liability to the extent provided under Florida Statutes §617.0834 and such other similar laws.

#### **ARTICLE IX. INCORPORATOR**

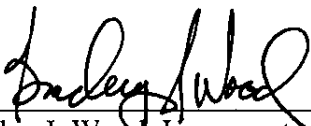
The name and street address of the Incorporator is:

Bradley J. Wood      600 First Avenue N., Suite 302, St. Petersburg, FL 33701

#### **ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent and the registered office of the corporation shall be that of Bradley J. Wood, Esq., at 600 First Avenue North, Suite 302, St. Petersburg, FL 33701.

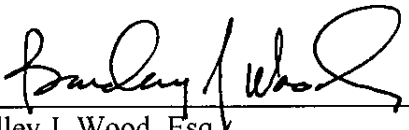
IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of February, 2009.

  
\_\_\_\_\_  
Bradley J. Wood, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment of Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under Chapter 617, Florida Statutes.

Dated this 27<sup>th</sup> day of February, 2009.

  
\_\_\_\_\_  
Bradley J. Wood, Esq.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA