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09 MAR 24 PM 3:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
3/25

**COVER LETTER**

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

**SUBJECT:** **WEpowerUS, Inc.**  
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** **Jon A. Tate**  
Name (Printed or typed)

**1293 Bagdad Cove**  
Address

**Gulf Breeze, FL 32563**  
City, State & Zip

**850-217-5951**  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF**

**WEpowerUS, Inc.**

**A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE,  
TALLAHASSEE, FLORIDA

The undersigned, who are citizens of the United States and residents of the state of Florida, desiring to form a Not for Profit Corporation (Non-Profit as defined by section 501(c)(3) of the Internal Revenue Code, as amended) under Chapter 617 of Florida Statutes (Not for Profit), adopt the following ARTICLES OF INCORPORATION:

**I. NAME**

**The name of the Corporation shall be:**

WEpowerUS, Inc.

**II. PRINCIPAL OFFICE**

**The principal place of business in Florida and mailing address of this Corporation shall be:**

1293 Bagdad Cove, Gulf Breeze, FL 32563

In Santa Rosa County

**III. PURPOSE**

**The purpose for which the Corporation is organized is:**

WEpowerUS, Inc. is organized exclusively for charitable, educational, and scientific purposes related to the production and use of clean, renewable energy resources by energy users and energy producers, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**IV. MANNER OF ELECTION**

**The manner in which the Directors are elected or appointed:**

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event shall the number of Directors be fewer than three (3).

**V. INITIAL DIRECTORS/OFFICERS**

**The name and addresses:**

The business and affairs of the Corporation shall be managed by the Board of Directors

of the Corporation. The Corporation shall initially have three (3) Directors. The number of Directors which the Corporation may have thereafter shall be determined by a majority vote of the Board of Directors as set forth in the Bylaws of the Corporation but at no time shall the number of Directors be less than three (3). The names and addresses of the persons who are the initial Directors (trustees) of the Corporation are as follows.

The initial three (3) Directors shall be as follows:

**Board Member 1 - Chairman:**

Jon A. Tate  
1293 Bagdad Cove  
Gulf Breeze, FL 32563

**Board Member 2:**

Melinda S. Lennon  
56 Highpoint Drive  
Gulf Breeze, FL 32561

**Board Member 3:**

Tania C. Tate  
1293 Bagdad Cove  
Gulf Breeze, FL 32563

**VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

**The name and Florida street address of the registered agent of the Corporation is:**

Tania C. Tate - 1293 Bagdad Cove, Gulf Breeze, FL 32563.

**VII. INCORPORATOR**

**The name and address of the incorporator of the Corporation is:**

Jon A. Tate - 1293 Bagdad Cove, Gulf Breeze, FL 32563.

**VIII. LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third 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 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.

**IX. 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.

**X. INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

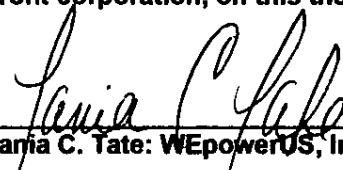
**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this the 23<sup>rd</sup> day of March, 2009.

  
\_\_\_\_\_  
Jon A. Tate: WepowerUS, Inc. - Incorporator

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for WEpowerUS, Inc., a Florida not for profit corporation, on this the 23<sup>rd</sup> day of March, 2009.

  
\_\_\_\_\_  
Tania C. Tate: WEpowerUS, Inc. - Registered Agent

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