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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

File Driving Contractors Association of Florida, Inc

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**ARTICLES OF INCORPORATION
OF
PILE DRIVING CONTRACTORS ASSOCIATION OF FLORIDA, INC.
(A Nonprofit Corporation)**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1 Name The name of the corporation is Pile Driving Contractors Association of Florida, Inc. (the "Corporation").

Section 1.2 Address of Principal Office The address of the principal office of the Corporation is 1857 Wells Road - Suite 214, Orange Park, Florida 32073.

Section 1.3 Mailing Address The mailing address of the Corporation is 1857 Wells Road - Suite 214, Orange Park, Florida 32073.

**ARTICLE II
PURPOSES**

Section 2.1 Purposes The Corporation's general purpose is promote the common economic interests of all commercial enterprises in the pile driving industry. The Corporation will promote the use of driven pile solutions in all cases where they are effective. The Corporation supports educational programs for engineers on the design and efficiency of driven piles and for contractors on improving installation procedures. The Corporation will encourage and support research to improve the reliability, usefulness and cost-effectiveness of driven piles. The Corporation will provide contractors a means of establishing procedures and standards for the installation and design of driven piles.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Election Directors shall be elected in the manner set forth in the bylaws of the Corporation.

Section 3.2 Number This Corporation shall have four (4) directors initially. The number of directors may be increased or reduced from time to time, as provided in the bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) directors.

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Section 3.3 Names and Addresses of Initial Directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation until the election or appointment of successors are as follows:

<u>Name</u>	<u>Address</u>
Van Hogan	3375 Agricultural Center Drive, St. Augustine, FL 32092
Keith Waugh	925 Thomas Avenue, Leesburg, FL 34748
Kylie Williams	1801 Lee Road – Suite 210, Winter Park, FL 32789
Michael Carter	5802 Hoffner Avenue #707, Orlando FL 32822

Section 3.4 Executive Committee. The board of directors may, pursuant to a resolution adopted by a majority of all of the members of the board, designate two (2) or more directors to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the board of directors.

ARTICLE IV MEMBERSHIP

The Board of Directors may extend invitations to become members of the Corporation to any person or entity interested in the goals and purposes of the Corporation in accordance with the bylaws of the Corporation. The members shall have the rights and duties set forth in the bylaws.

ARTICLE V LIMITATIONS

Section 5.1 Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI DISSOLUTION

Section 6.1 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed as determined by the bylaws; provided that no distribution shall be made to any

officer, director, member or their affiliates in excess of such person's contributions to the Corporation and further provided that no distributions shall be made that would violate any laws of the State of Florida applicable to not-for-profit corporations or any provisions of, or regulations under the Internal Revenue Code of 1986, as amended.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

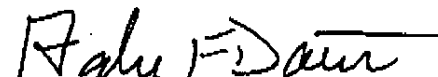
Section 7.1 Name and Address. The street address of the initial registered office of this Corporation is One Independent Drive – Suite 1300, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is F&L Corp.

**ARTICLE VIII
INCORPORATOR**

Section 8.1 Name and Address. The name and street address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Gardner Davis	One Independent Drive – Suite 1300 Jacksonville, FL 32202

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation as of the 9th day of June, 2009.


Gardner Davis, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F&L CORP., Registered Agent

Charles V. Hedrick

By: Charles V. Hedrick, Authorized Signatory

Date: June 9, 2009

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