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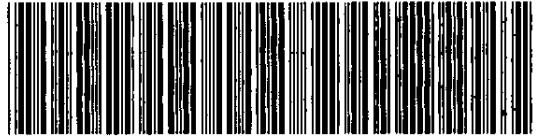
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Amend

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 DEC 18 PM 12:27

FILED

Roberts DEC 22 2009

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ADMITTED TO PRACTICE
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SMALL BUSINESS REPRESENTATION
REAL PROPERTY
WILLS, TRUSTS, ESTATES AND PROBATE

December 17, 2009

Florida Secretary of State
Division of Corporation
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Natural Energy Research Center, Inc.

Dear Sirs:

Enclosed herewith please find Amended Articles of
Incorporation for the above referenced entity together with my
trust account check in the amount of \$ 35.00 to cover filing
fee, one (1) copy and a return envelope.

Please return a stamped copy to me.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. KOUT

DLK/mjb
enclosures
Next Day Air

AMENDED ARTICLES OF INCORPORATION

OF

NATURAL ENERGY RESEARCH CENTER, INC.

FILED
09 DEC 18 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act hereby adopt the following amended articles of incorporation:

ARTICLE I
NAME

The name of the corporation is NATURAL ENERGY RESEARCH CENTER, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation's exclusive purpose is charitable, educational and scientific, 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 corresponding section of any future tax code.

The specific purpose of this corporation is to provide educational, scientific and charitable support for the pursuit of research and development of methods in the environmental sciences, especially for the production of natural energy from renewable sources and agricultural improvements.

ARTICLE IV
MEMBERSHIP

Membership in the corporation is available as provided for in the bylaws.

ARTICLE V
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 9000 Sheridan St., Suite 102, Pembroke Pines, Florida 33024 and the name of the initial registered agent at that address is DAVID L. KOUT, ESQ.

**ARTICLE VI
DIRECTORS**

7.01. The initial Executive Committee of the Board of Directors of the corporation shall consist of six (6) members. Members of the Board of Directors shall be elected by majority vote of the Executive Committee.

7.02. The names and addresses of the first Executive Committee of the Board of Directors are:

	Name	Address
P	Jean C. Nadeau	3165 Holiday Springs Blvd. # 19 Margate, Florida 33063
S/T	Victoria Thompson	115 S.W. 16 St. # 219 Pompano Beach, Florida 33060
V	David L. Kout, Esq.	9000 Sheridan St. Suite 102 Pembroke Pines, Florida 33024
V	Fred Segal	289 S.E. 4 Av. Pompano Beach, Florida 33060
V	Richard Gittings	500 Barnes Rd. Rockledge, Florida 32955
V	Chuck Barrowclough	707 S.E. Pin Oak Terrace Stuart, Florida 34997

**ARTICLE VII
ADOPTION**

This Amendment was adopted on December 17, 2009. There are no members or members entitled to vote on the Amendment and it was adopted by the Board of Directors.

**ARTICLE VIII
DISTRIBUTION OF EARNINGS**

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 III. 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 or engage in 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 IX
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes to another not-for profit corporation that is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, with similar goals and objectives to the corporation, to be designated by the Executive Committee as set forth in the bylaws. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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 X
COMMENCEMENT OF EXISTENCE**

The corporation shall commence it's existence on the date of the filing of the original articles.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of December, 2009.



DAVID L. KOUT, ESQ., Incorporator