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2010 JAN -5 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 15, 2009

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

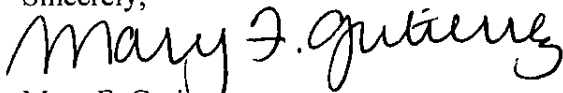
**SUBJECT: Florida Emerald Coast Clean Cities Coalition**

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75. Please feel free to contact with any questions or comments you may have in regards to this document.

Mary F. Gutierrez  
3393 Two Sisters Way  
Pensacola, FL 32514  
Daytime Telephone Number: 850-549-7472  
E-mail address: [gutmry@cox.net](mailto:gutmry@cox.net)

Sincerely,



Mary F. Gutierrez  
Incorporator and Registered Agent

Enclosure: Articles of Incorporation-original and one copy

**ARTICLES OF INCORPORATION**

**FOR**

**FLORIDA EMERALD COAST CLEAN CITIES COALITION, INC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, incorporator, whose name is Mary Gutierrez and whose address is 3393 Two Sisters Way, Pensacola, FL 32505 desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, hereby subscribes the following Articles of Incorporation:

**ARTICLE I – NAME AND PRINCIPLE OFFICE**

The name of the corporation shall be Florida Emerald Coast Clean Cities Coalition, Inc. and the street address of the initial principal office of the corporation is 3393 Two Sisters Way Pensacola, FL 32505.

**ARTICLE II – PURPOSE**

The purposes for which this corporation is organized are as follows:

a) The corporation is organized exclusively for the promotion of sustainable economic development opportunities, creation of a sustainable alternative fuel market through the promotion of clean fuels, and educational and scientific purposes, including making distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue law. These purposes include the promotion of sustainable economic development opportunities, creation of a sustainable alternative fuel market through the promotion of clean fuels, and educational and scientific purposes associated with the U.S. Department of Energy's Clean Cities Program.

b) 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 of services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda and shall not participate in or intervene in (including the publication 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 (i) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (ii) 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.

c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

g) The corporation shall not make any taxable expenditure, as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

h) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

### **ARTICLE III – TERM OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE IV – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office shall be 3393 Two Sisters Way, Pensacola, FL 32505 and the name of the initial registered agent of this corporation at that address shall be Mary Gutierrez.

### **ARTICLE V – BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by Board of Directors. All directors other than the initial directors and the President of the Corporation shall be elected by the membership present at the annual meeting or as otherwise determined by the Board, in accordance with the method of election stated in the bylaws of the corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any Director, who may resign, die, become disabled, or refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

The Board shall have up to twelve (12) members elected from the Coalition stakeholders—in no event shall the entire Board consist of less than six (6) directors. Each director shall be a natural person who is 18 years of age or older.

The initial Board of Directors are Mark Clark, Chair; Natasha Reynolds, Treasurer; Gary Cooper, Secretary; and Mary Gutierrez, Executive Coordinator.

### **ARTICLE VI – MEMBERSHIP**

Members of the corporation may include members from the automotive industry, infrastructure industry, public officials, educational professionals, or any other individual who supports the interest, concerns, and purposes of the corporation, regardless of residence. A person shall be considered a member in good standing upon payment of minimum member dues as established annually by the Board of Directors.

#### **ARTICLE VII – INDEMNIFICATION**

Any current or former officer, director or employee of the corporation shall be indemnified and hold harmless to the full extent allowed by law.

#### **ARTICLE VIII – DISTRIBUTION AND DISSOLUTION**

Upon the dissolution of the corporation, its assets shall be distributed for one more exempt purposes within the meaning of section of 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 of local government, for a public purpose. Any such assets not so disposed of by a Court of competent jurisdiction in 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 charitable, religious, scientific, public safety testing, literary, or educational purposes and which would then qualify under the provisions of section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

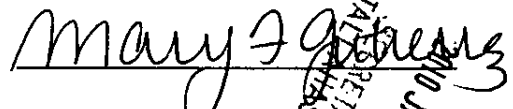
#### **ARTICLE IX – AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors, and officers of the corporation are subject to this reservation. Any amendment to the Articles of Incorporation requires an affirmative vote of a majority of the Board of Directors.

#### **ARTICLE X –BYLAWS**

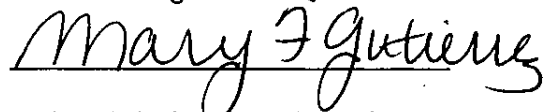
The bylaws of the corporation can be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 15 of December 2009.

  
Mary F. Gutierrez, Incorporator

#### **REGISTERED AGENT ACCEPTANCE**

I hereby accept the foregoing designation as registered agent of Florida Emerald Coast Coalition, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

  
Mary F. Gutierrez, Registered Agent

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