

02/10/2010

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FLORIDA PROFIT/NON PROFIT CORPORATION  
North Florida Clean Cities Coalition, Inc.

Certificate of Status	1
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Page Count	05
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA CLEAN CITIES COALITION, INC.**

The undersigned person, acting as incorporator of a not for profit corporation organized under the laws of Florida and in compliance with Chapter 617, F.S., hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be North Florida Clean Cities Coalition, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal street address and mailing address of the corporation office is:

1022 Prudential Drive  
Jacksonville, FL 32207

**ARTICLE III  
PURPOSES**

This Corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In particular, the Corporation is organized to administer the U.S. Department of Energy Clean Cities Program, state and local clean transportation and energy programs and initiatives, and private clean transportation and energy programs and initiatives. In connection therewith, the specific purposes for which the Corporation is organized are:

(i) to identify financial incentives and sources of funding (both public and private) for clean transportation and energy solutions and provide cooperative assistance to individuals and organizations in securing such funding;

(ii) to promote awareness of clean transportation and energy issues and use of alternate fuels through research and the pursuit and dissemination of information on clean transportation and energy solutions to stakeholders and the general public; and

(iii) to promote alternative fuel vehicle programs by encouraging local decision makers to adopt practices and/or legislation that reduce the use of petroleum in the transportation sector.

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**ARTICLE IV**  
**TERM AND MANNER OF APPOINTMENT OF DIRECTORS AND OFFICERS**

Except as set forth herein as to the term of the initial directors, each director shall serve for a term of 2 years, and until his or her successor shall be elected, resulting in staggered terms for the Board of Directors. Each year, at the annual meeting of this Corporation, those directors whose terms are not expiring shall nominate and elect (by majority vote) directors to serve as successor to those directors whose terms are then expiring. In the event that there is a tie vote, the votes of the directors whose terms are then expiring shall be counted to break the tie. At each such meeting, the directors shall elect the officers of this Corporation, by a majority vote.

Each officer of the Corporation, from time to time, is also an Assistant Secretary of the Corporation.

**ARTICLE V**  
**INITIAL DIRECTORS AND/OR OFFICERS**

The name, address, title and initial term (measured from the first meeting of the Board) of the persons constituting the initial board of directors is:

Wanda Forrest Director 1022 Prudential Drive Jacksonville, FL 32207	Term: 3 years
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Jeff Greene Director 1022 Prudential Drive Jacksonville, FL 32207	Term: 3 years
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Jay Worley Director 1022 Prudential Drive Jacksonville, FL 32207	Term: 2 years
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Raymond Inman Director 1022 Prudential Drive Jacksonville, FL 32207	Term: 1 year
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Steve Rankin Director 1022 Prudential Drive Jacksonville, FL 32207	Term: 1 year
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**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Wanda Forrest  
1022 Prudential Drive  
Jacksonville, FL 32207

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator is:

Wanda Forrest  
North Florida TPO  
1022 Prudential Drive  
Jacksonville, FL 32207

**ARTICLE VIII  
NON-PROFIT ORGANIZATION PROVISIONS**

This Corporation is organized as a Florida not-for-profit corporation, without capital stock and without members. Notwithstanding any powers granted to this Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to governmental entities and to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), from time to time, in connection with such purposes of this Corporation.

b. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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

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candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) at the direction of the Board of Directors hereof, to such organization or organizations which, at such time, is or are governmental entities or are qualified as nonprofit organizations organized exclusively for charitable purposes, operating in the northeast portion of Florida, and with a mission related to the purpose and mission of the Corporation, to the extent possible. Disposition of the assets of the Corporation shall be done with the written approval of a majority vote of the Board of Directors. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over this Corporation, 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 IX LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this Corporation shall be personally liable to the Corporation for monetary damages for breach of any duty owed to the Corporation, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law on the date of incorporation of this Corporation, or at the time of indemnity, whichever provides the greatest extent of indemnification.

#### ARTICLE X OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this Corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this Corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

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### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Wanda Forrest

Wanda Forrest  
Incorporator

### Registered Agent Certification

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept appointment as 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Wanda Forrest

Wanda Forrest

2-9-10

Date

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